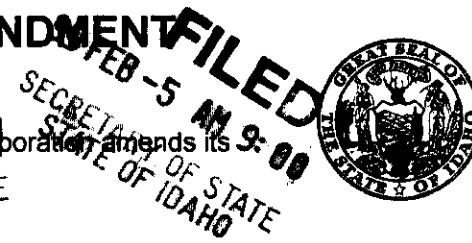


ARTICLES OF AMENDMENT

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its articles of incorporation as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: NORTHWEST VENTURE FARMS, INC.

2. The text of each amendment is as follows:

FIFTH ARTICLE IS AMENDED TO INCREASE THE NUMBER OF SHARES FROM 100 TO 100,000, AND THE AMENDED ARTICLE READS AS FOLLOWS:

FIFTH

The aggregate number of shares which the corporation shall have the authority to issue is: One-Hundred Thousand (100,000) shares, with no par value. Such shares not be issued until fully paid for, and once so issued shall be nonassessable.

3. The date of adoption of the amendment(s) was: November 1, 1998

4. Manner of adoption (check one):

The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.

None of the corporation's shares have been issued and was, therefore, adopted by the incorporator board of directors.

The number of shares outstanding and entitled to vote was One - hundred (100)

The number of shares cast for and against each amendment was:

Amended article	Shares for	Shares against
FIFTH	100	0

Customer Acct #:

(if using pre-paid account)

IDAHO SECRETARY OF STATE Only

02/12/1999 09:00
CK: 6709 CT: 85954 BH: 187722

1 E 36.00 = 36.00 AMEND PROF # 2

C120578

Dated: February 2, 1999

Signed by: Terry Sibley
Its President
(Capacity of signer)