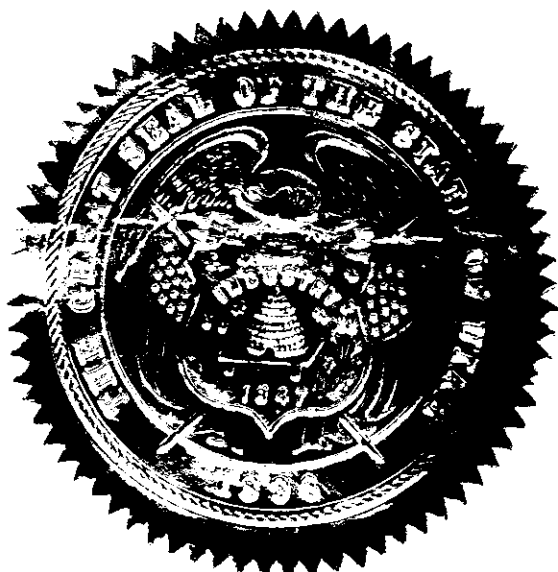


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Amendment to the Articles of Incorporation of  
F. C. TORKELSON CO., filed March 13, 1961

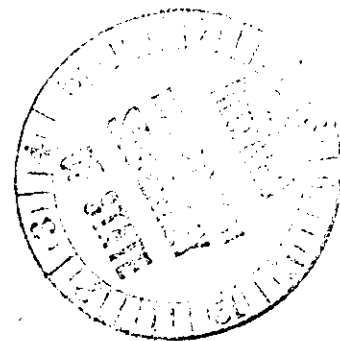
AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND  
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH  
AT SALT LAKE CITY, THIS Twenty-Sixth DAY OF  
September 19 62

Lamont F. Toronto  
SECRETARY OF STATE  
BY Mendell E. Cottrell  
DEPUTY

CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
F. C. TORKELSON CO.



Upon call of the Board of Directors of the F. C. TORKELSON CO., a Utah corporation, and pursuant to notice duly given in accordance with the provisions of the Articles of Incorporation of said corporation and of the laws of the State of Utah, a special meeting of the stockholders of the F. C. Torkelson Co. was held at 2:00 p.m. on Friday, the 10th day of March, 1961, at the principal place of business of said corporation. Holders of 22,480 shares out of the 22,500 shares of stock outstanding were present at the meeting and, upon motion duly made, seconded and unanimously passed, the following resolution was adopted:

BE IT RESOLVED, that the Articles of Incorporation of the F. C. TORKELSON CO., a Utah corporation, be amended as follows:

1. That Article IV be amended to read as follows:

"ARTICLE IV

Duration

The existence of this corporation is perpetual."

2. That Article V be amended by adding the following provision to it:

"(k) To engage in any business for profit in which an individual may lawfully engage."

3. That Article VI be amended to read as follows:

"ARTICLE VI

Capital Stock - Limitations

That the amount of the total authorized capital stock of this corporation is Two Hundred Fifty Thousand Dollars (\$250,000.00) and the same is

1 divided into Two Hundred Fifty Thousand shares (250,000) of a par value of  
2 One Dollar:(\$1.00) each."

3 4. That Article VIII and Article IX be combined and amended to  
4 read as follows:

5 "ARTICLE VIII and ARTICLE IX

6 Officers and Directors

7  
8 The officers of this corporation shall consist of a Board of not less  
9 than three (3) nor more than twenty-five (25) Directors as may be determined  
10 from time to time by a majority vote of the then existing Board of Directors,  
11 a President, such Vice-Presidents as shall be designated by the Board of  
12 Directors, a Secretary and a Treasurer. The Board of Directors may, by  
13 appropriate resolution and By-Laws, create other offices and fill them by  
14 appointment, and the offices of Secretary and Treasurer may be combined or  
15 separated.  
16

17 Until the Board of Directors by proper resolution otherwise directs,  
18 the Board of Directors shall consist of four (4) members. The number of  
19 Directors may be changed from time to time by a majority vote of the then  
20 existing Board of Directors.

21 The term of office of Directors and officers shall be one (1) year  
22 and until their successors have been elected and have qualified.  
23

24 Directors shall be elected by the stockholders at the regular annual  
25 meeting of stockholders. Directors may also be elected at any special stock-  
26 holders' meeting regularly called for that purpose.

27 If at any time the number of Directors be increased as provided above,  
28 the additional Directors may be elected by a majority of the Directors in office  
29 at the time of the increase. Whenever a vacancy occurs in the Board of  
30 Directors, the vacancy may be filled by the election of a Director by a majority  
31 of the Directors in office at the time of the vacancy.  
32

1           The President, Vice-President or Vice-Presidents, Secretary, Treas-  
2 urer and other officers shall be appointed by the Board of Directors.

3           Meetings of the Board of Directors may be held in the manner and  
4 at the place and time as may be provided in the By-Laws, and may be called  
5 by the President or the Secretary. Meetings for the conduct of corporate  
6 affairs may be held at any place in the State of Utah or elsewhere.

7           The Board of Directors may sell, mortgage or otherwise dispose of  
8 all or any part of the assets of the corporation, whether personal or real,  
9 upon such terms and conditions and for such consideration as it may determine  
10 proper and advisable.

11           Until the first annual meeting of the stockholders and until the election  
12 and qualification of their successors, the following persons shall be Directors:  
13

14                       Frank C. Torkelson  
15                       Ira S. Huff  
16                       James R. Pettey  
17                       Earl D. Tanner

18           and the said Ira S. Huff shall be President and the said James R. Pettey shall  
19 be Secretary and Vice-President.

20           Officers who are appointed by the Board of Directors may be removed  
21 by the Board of Directors as provided in the By-Laws, except that, if the  
22 President or Secretary is to be removed, he shall be given ten (10) days  
23 written notice of the meeting at which his removal is to be considered.

24           Any officer or Director other than the Secretary may resign by filing  
25 his written resignation with the Secretary of the corporation, and the Secretary  
26 may resign by filing his written resignation with the President of the corpora-  
27 tion. Said resignations shall be deemed filed upon being mailed by registered  
28 or certified mail to the named officer at the principal office of the corporation.  
29 Upon acceptance of the resignation by the Board of Directors, the resignation  
30 shall be come effective. In the event the Board of Directors shall fail for any  
31 reason to act upon such resignation within ten (10) days after the same has  
32

1 been received by the corporate officer to whom it is addressed or at the  
2 principal office of the corporation, the resignation shall become effective and  
3 the office be vacant.

4 A majority of the Board of Directors shall constitute a quorum, and  
5 when a quorum is constituted, the Board of Directors may transact business  
6 and exercise the powers of the corporation by act of a majority of those  
7 present. For the purpose of electing new Directors to fill offices which are  
8 vacant by virtue of death, disqualification, removal, or resignation, or for  
9 any other reason, a majority of the remaining Directors shall constitute a  
10 quorum."  
11

12 5. That Article XI be amended to read as follows:

13 "ARTICLE XI  
14

15 Stockholders' Meetings

16 The regular annual meeting of the stockholders of this corporation  
17 shall be held at the principal place of business of the corporation, or at such  
18 other place as the Board of Directors shall direct, on the second Friday of  
19 November at 2:00 o'clock p.m., the first of such meetings to be held on the  
20 second Friday of November, 1961.

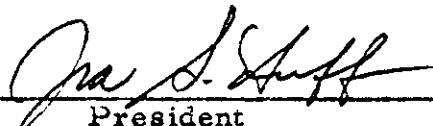
21 Special meetings of the stockholders may be called by the president  
22 or by the Board of Directors or by any number of stockholders owning of  
23 record one-fourth (1/4) or more of the issued and outstanding stock of this  
24 corporation.  
25

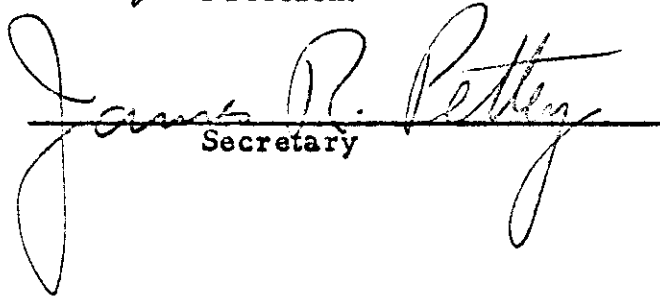
26 In order to transact business at any meeting of the stockholders, a  
27 majority of the issued and outstanding capital stock of the corporation must  
28 be represented. Should less than a majority of the outstanding stock be  
29 represented at any meeting, the meeting may be adjourned from time to time  
30 by a majority vote of those present and no further notice of the said adjourned  
31 meeting need be given save and except that the time and place to which such  
32

meeting is adjourned shall be clearly stated by oral announcement to all stockholders then and there present.

The books of the corporation shall be closed for transfer of stock not less than three (3) nor more than thirty (30) days before the date of the holding of any stockholders' meeting. The date of the closing of the books for this purpose shall be set by the person or persons calling the meeting, and only stockholders of record at the time of the closing of the books shall be permitted to vote at any stockholders' meeting.

Notice of any meeting of the stockholders of this corporation shall be given by mailing notice not less than five (5) days prior to the meeting to each stockholder at his last known address as shown on the stockbook of the corporation. Said notice shall give the time and the place of the meeting and the purposes for which such meeting is to be held."

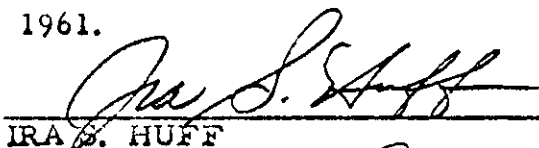
  
President

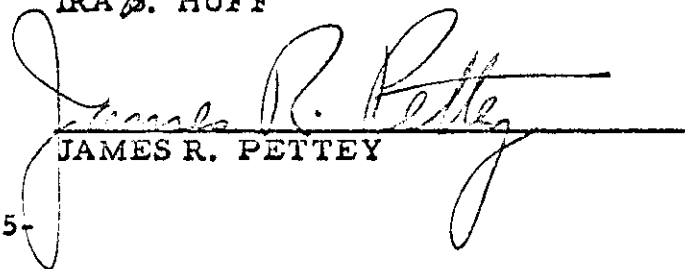
  
Secretary

STATE OF UTAH       )  
                              : ss.  
County of Salt Lake   )

IRA S. HUFF and JAMES R. PETTEY, being duly sworn upon their oaths depose and say that the facts set forth in the above and foregoing certificate are true of their own knowledge.

Dated this 10th day of March, 1961.

  
IRA S. HUFF

  
JAMES R. PETTEY

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Subscribed and sworn to before me this 9<sup>TH</sup> day of March, 1961.

Barbara Baldauf  
Notary Public, residing in  
Salt Lake City, Utah

My Commission Expires:

June 21, 1964