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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HENRY-GRIFFITTS, INC.

Articles of Amendment to the Articles of Incorporation of HENRY-GRIFFITTS, INC. are herein executed by said Corporation pursuant to the provisions of Section 30-1-59, et seq., of the Idaho Business Corporation Act, as follows:

1. The name of the Corporation is HENRY-GRIFFITTS, INC.
2. The amendment to the Articles of Incorporation of said Corporation is as follows:

ARTICLE V shall be amended to read as follows:

"ARTICLE V.

1. The aggregate number of shares this Corporation shall have authority to issue is eight million five hundred thousand (8,500,000) shares, consisting of four (4) classes as follows:

VOTING COMMON: Two Million Five Hundred Thousand (2,500,000) shares with a par value of Ten Cents (\$.10) per share.

NONVOTING COMMON: Two Million Five Hundred Thousand (2,500,000) shares with a par value of Ten Cents (\$.10) per share.

1996 VOTING PREFERRED:

Two Million Five Hundred Thousand (2,500,000) shares with a par value of Ten Cents (\$.10) per share.

1998 VOTING PREFERRED:

One Million (1,000,000) shares with a par value of Ten Cents (\$.10) per share.

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2. The voting common shares shall possess one (1) vote per share.

3. The rights, preferences, and restrictions of the nonvoting common shares shall be identical with the voting common shares. Except as expressly required by law or in these Articles, the nonvoting common shares shall have no voting rights.

4. The 1996 and 1998 voting preferred shares shall be entitled to the following rights and preferences:

4.1 The 1996 and 1998 voting preferred shares shall possess one (1) vote per share.

4.2 The 1996 and 1998 voting preferred shares shall participate on an equal basis with the voting and nonvoting common shares in any dividends or any other nonliquidating distributions.

4.3 In the event of a distribution in liquidation, the 1996 voting preferred shares shall be entitled to receive a preferred distribution of Five Dollars and Seventy Cents (\$5.70) per share, and the 1998 voting preferred shares shall be entitled to receive a preferred distribution of Eighty-Five Cents (\$.85) per share.

4.4 At any time, the 1996 and 1998 voting preferred shares shall be convertible into shares of voting common shares on a one-for-one basis, at the option of the respective owners of record thereof, upon surrender of the certificates representing the shares to be converted, endorsed in blank, to the Secretary of this Corporation at the corporate office, together with a notice in writing, signed by the shareholder, declaring his or her election to convert the shares.

4.5 The 1996 and 1998 voting preferred shares shall be convertible into shares of voting common shares on a one-for-one basis, at the option of the Corporation, in the event the Board of Directors approves the terms of a letter of intent with an underwriter for a public offering of the Corporation's shares. Such conversion shall be conditioned upon the establishment of provisions which restore the preference of the converted shares in the event the public offering is not consummated.

4.6 The Board of Directors shall approve such provisions as are necessary to protect the rights of the 1996 and 1998 voting preferred shares which may be affected by stock splits, combinations or other corporate reorganizations.

5. This Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

6. The Board of Directors is authorized, from time to time, to fix the designation, powers, purposes, and rights of the shares of each class and qualifications, limitations, or restrictions thereof."

3. The date of the adoption of said amendment by the shareholders of the Corporation is January 4th, 1998.

4. The number of shares outstanding of Corporation is seven hundred sixty-three thousand one hundred thirty-five (763,135) shares, seven hundred twenty-seven thousand two hundred ninety-five (727,295) of which are entitled to vote.

5. The number of shares voting for and against said amendment, respectively, were as follows:

For Amendment 727,295 Shares

Against Amendment 0 Shares

The number of votes cast for the amendment was sufficient for approval.

6. The amendment does not provide for the exchange, reclassification, or cancellation of issued shares.

7. The amendment effects an increase in the amount of stated capital of the Corporation, from seven million five hundred thousand (7,500,000) shares with a par value of Ten Cents (\$.10) per share to eight million five hundred thousand (8,500,000) shares with a par value of Ten Cents (\$.10) per share.

DATED this 4th day of February, 1998.

HENRY GRIFFITS, INC.

By Ross D. Henry
Ross D. Henry, President