

State of Idaho

Department of State

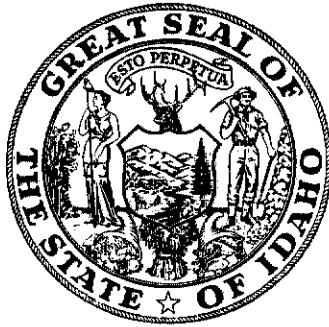
CERTIFICATE OF AMENDMENT OF

TOM R. BAKER, INC.
File Number C 113356

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of TOM R. BAKER, INC. duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: March 25, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shelly Davies*

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AMENDMENT TO ARTICLES OF INCORPORATION OF TOM R. BAKER, INC.

Pursuant to 30-1-145 of the Idaho Business Corporation Act, the following resolutions are adopted by the undersigned, constituting all of the shareholders of the corporation:

1. Amendments To Articles Of Incorporation.

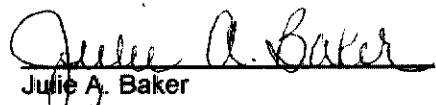
RESOLVED, the articles of incorporation filed with the Idaho Secretary of State on January 11, 1996, are amended by deleting paragraph 5 of those articles and substituting the following:

5. Pursuant to Idaho Code § 30-1-35 this Corporation shall act without a Board of Directors. It shall be managed by the Shareholders directly pursuant to a Shareholder Management Agreement. Pursuant to said agreement the voting and managerial rights of the shareholders in this corporation are materially different from those in most other corporations. This agreement specifies who will manage the affairs of the corporation, the executive officers, the vote necessary to approve certain specified action, and related matters. A copy of the agreement may be obtained by any shareholder from the corporate office.

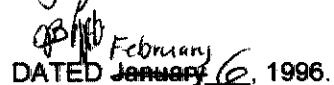
In all other respects the Articles of Incorporation as filed remain unchanged.



Tom R. Baker



Julie A. Baker


February 6, 1996.

DATED January 6, 1996.

IDAHO SECRETARY OF STATE
DATE 03/25/1996 0900 48208

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