

ARTICLES OF AMENDMENT

FILED

OF

JUN 8 3 14 PM '98

RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

David F. Bolger and Tom Wells do hereby certify that they are the President and Secretary, respectively, of F & M Holding Company, an Idaho corporation, organized and existing under and by virtue of the laws of the State of Idaho. By special meeting of the sole stockholder and members of the board of directors of F & M Holding Company held April 21, 1998, the Restated Articles of Incorporation of F & M Holding Company were amended to change the capital stock structure by amending Article V of the Restated Articles of Incorporation to read as follows:

ARTICLE V

The capital stock of this corporation shall be in the amount of \$100,000.00 divided into 100,000 shares of common stock with a par value of \$1.00 per share.

The sole stockholder and members of the board of directors of the corporation attending the special meeting, upon a quorum present, adopted the above amendment by resolution in conformity with Idaho law. The number of shares outstanding is 2 and constitutes the number of shares entitled to vote on the foregoing amendment, with all being of the same class, and the number of shares voting in favor of the amendment was 2.

By such resolution, the undersigned President and Secretary were further instructed to cause Articles of Amendment to be prepared, sworn to, and filed as required by law to accomplish the amendment of the Restated Articles of Incorporation in accordance with the agreement of the stockholder and members of the board of directors.

DATED this 21<sup>st</sup> day of May, 1998.

F & M HOLDING COMPANY

By David F. Bolger  
David F. Bolger, President

By Tom Wells  
Tom Wells, Secretary

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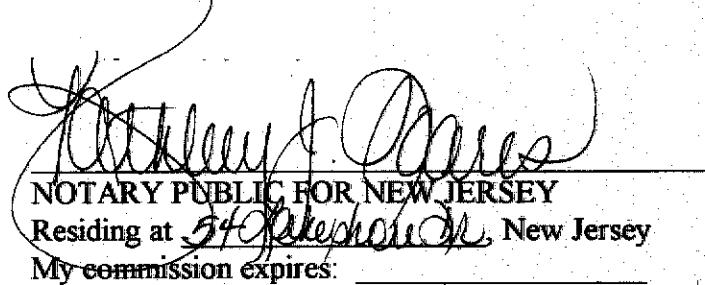
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STATE OF NEW JERSEY )

ss.

County of Bergen )

The undersigned, a Notary Public, do hereby certify that on this 27th day of May, 1998, personally appeared before me DAVID F. BOLGER and TOM WELLS, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of F & M HOLDING COMPANY, that they signed the foregoing document as the President and Secretary of the corporation, and that the statements therein contained are true.



NOTARY PUBLIC FOR NEW JERSEY  
Residing at 540 Mayfield, New Jersey  
My commission expires: \_\_\_\_\_

MATTHEW J. SOARES  
A Notary Public of New Jersey  
My Commission Expires 8/17/2002