

State of Idaho

Department of State

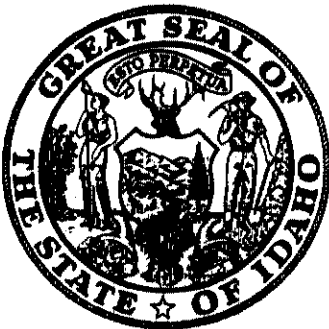
CERTIFICATE OF AMENDMENT OF

WHITE CLOUD COMMUNICATIONS, INC.

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 WHITE CLOUD COMMUNICATIONS, INC. duly signed and verified 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.

June 3, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Larry J. Clark

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

WHITE CLOUD COMMUNICATIONS, INC.

1. The name of the Corporation is White Cloud Communications, Inc. The address of the Corporation is Rt. 3, Box 6568, Twin Falls, Idaho, 83301.

2. The following amendment to the Articles of Incorporation was adopted by the Shareholders of the Corporation on June 15, 1992, in the manner prescribed by Idaho Code § 30-1-59:

Article V on page 2 of the Articles of Incorporation for White Cloud Communications, Inc. is hereby amended by this Amendment filed June 15, 1992, which states:

5.1 **Capital Stock**: The total numbers of shares of stock that the Corporation shall have authority to issue is 1,000,000 shares which shall be voting common stock of no par value (hereinafter "common stock") and 100,000 shares which shall be non-voting common stock of no par value hereinafter called non-voting common stock ("non-voting common stock").

3. The above amendment was adopted on June 15, 1992, at a meeting of the Shareholders of White Cloud Communications, Inc. at which a quorum was present and the amendment was approved unanimously by all Shareholders.

4. The number of shares outstanding entitled to vote is one hundred thousand (100,000), which are held by the following named individuals:

James S. Cox Rt. 3, Box 6568 Twin Falls, ID 83303	50,000 shares
Joseph Shelton 2150 Hillcrest Lane Twin Falls, ID 83301	50,000 shares

Said Shareholders, by their signature hereto annexed, do hereby ratify and approve this amendment.

5. The number of shares in each class that voted was 100,000 for and 0 against.

6. The issuance of non-voting common stock will have an effect on the stated capital of the Corporation but that is not determinable at the present time.

Dated This 14 day of June, 1992.

WHITE CLOUD COMMUNICATIONS, INC.

By 
JAMES S. COX, President

ATTEST:


JOSEPH SHELTON, Secretary

SHAREHOLDERS APPROVAL:


JAMES S. COX, Shareholder


JOSEPH SHELTON, Shareholder

STATE OF IDAHO)
 : ss.
County of Twin Falls)

I, Mark D. Stubbs, a Notary Public in and for said State, do hereby certify that on the 1st day of June, 1992, personally appeared JAMES S. COX and JOSEPH SHELTON, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of WHITE CLOUD COMMUNICATIONS, INC., that they have signed the foregoing document as President and Secretary of the Corporation, and that the statements therein contained are true.

Mark D. Stubbs
Notary Public for State of Idaho
Residing at Twin Falls, therein.
Commission Expires: 10-7-94

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 1st day of June, 1992, before me, Mark D. Stubbs, a Notary Public in and for said State, personally appeared JAMES S. COX, known to me (or proved to me on the oath of _____) or identified to me to be the person who executed the foregoing instrument and acknowledged to me that he executed the same.

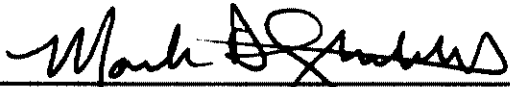
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Mark D. Stubbs
Notary Public for State of Idaho
Residing at Twin Falls, therein.
Commission Expires: 10-7-94

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 1st day of June, 1992, before me,
Mark D. Stubbs, a Notary Public in and for said State,
personally appeared JOSEPH SHELTON, known to me (or proved to me on
the oath of _____) or identified to me to be the
person who executed the foregoing instrument and acknowledged to me
that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate first
above written.



Notary Public for State of Idaho
Residing at Twin Falls, therein.
Commission Expires: 10-7-94