

ARTICLES OF AMENDMENT

99 MAY 11 AM 3:04

SECRETARY OF STATE  
TR TOPPERS INC.  
STATE OF IDAHO

IDAHO SECRETARY OF STATE

05/10/1999 09:00  
EX: 4368 CT: 40101 BH: 215037

1 @ 30.00 = 30.00 AMEND PROOF

C104466

The undersigned, as president and secretary of the Corporation hereby adopt the following Articles of Amendment to the Articles of Incorporation:

ARTICLE I.  
NAME OF THE CORPORATION

The name of the corporation is T R TOPPERS, INC. ("Corporation").

ARTICLE II.  
AMENDMENTS

The Articles of Incorporation are amended as follows:

"Article V. The total authorized number of shares of this corporation shall be One thousand (1,000), of no par value, which said shares shall be common stock and shall not be subject to assessment.

ARTICLE III.  
DATE OF ADOPTION OF AMENDMENT

The Board of Directors of the Corporation adopted the amendment to the Articles of Incorporation on November 20, 1998 and the Shareholders approved and adopted the amendment to the Articles of Incorporation on November 20, 1998.

ARTICLE IV.  
SHARES ENTITLED TO VOTE

The class, aggregate number and par value per share of the shares entitled to vote

on the amendment and the number of shares voting for and against the amendment are as follows:

<u>Class</u>	<u>No. Shares</u>	<u>No. Shares Outstanding</u>	<u>No. Shares for Amendment</u>	<u>No. Shares Against</u>
Common	200	200	200	0

DATED this 24 day of March, 1999.

T R TOPPERS, INC.

By: Timothy Rode  
Timothy Rode  
Its: President

By: Robert L. Rode  
Robert L. Rode  
Its: Secretary