

**FILED/EFFECTIVE**

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
NORTHWEST MANAGEMENT, INC.

01 MAY 11 AM 10:31  
SECRETARY OF STATE  
STATE OF IDAHO

**KNOW ALL BY THESE PRESENTS:**

Pursuant to Idaho Code §30-1-1001, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Northwest Management, Inc.
2. The following amendment to the Articles of Incorporation was adopted by the Directors of the corporation unanimously on April 18, 2001, in the manner prescribed by the laws of the State of Idaho, and Article VI of the Articles of Incorporation is amended so that it now provides:

IV.

The corporation elects to have preemptive rights.

3. The amendment is adopted as of April 18, 2001.
4. The total number of shares of common stock of the corporation now outstanding and entitled to vote 29.4 shares, all of which are held by the following named individuals:

Vincent P. Corrao	15 shares
Thomas M. Richards	4.8 shares
Gregory A. Bassler	4.8 shares

IDaho SECRETARY OF STATE

ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF NORTHWEST MANAGEMENT, INC. - 1

05/11/2001 09:00  
CK: 2496 CT: 24015 DN: 396595  
1 @ 30.00 = 30.00 AMEND PROF 12

C 78405

Vaiden E. Bloch

2.4 shares

Dennis S. Thomas

2.4 shares

5. The above shareholders unanimously voted to approve of the aforementioned amendment. Further, the shareholders named above, by their signatures attached to this document, ratify and approve this amendment.

**EXECUTED** by the undersigned corporation in duplicate original on this 18th day of April, 2001.

NORTHWEST MANAGEMENT, INC.

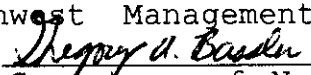
By:   
President

ATTEST:

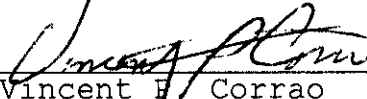
By: <sup>11</sup>  
Secretary

STATE OF IDAHO           )  
                                  ) ss.  
County of Latah         )

Vincent P. Corrao and GREGORY A. BASSLER each being duly sworn on oath, depose and say:

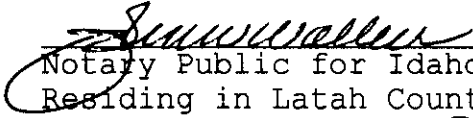
That Vincent P. Corrao is the duly elected and acting President of Northwest Management, Inc., an Idaho corporation; that  is the duly elected and acting Secretary of Northwest Management, Inc., an Idaho corporation; that each affiant has read the above and foregoing Articles of Amendments to Articles of Incorporation; knows the contents thereof; and that the same are true as affiants verily believe; that each and every stockholder entitled to vote thereon has given his or her written consent to the adoption of the above and foregoing amendments; and that such

amendments have been duly and regularly adopted by the Board of Directors of said corporation and by the corporation and all of the Shareholders thereof.

  
\_\_\_\_\_  
Vincent H. Corrao

  
\_\_\_\_\_  
Gregory A. Braden

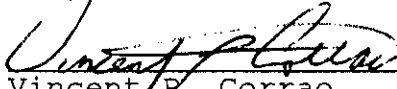
SUBSCRIBED AND SWORN to before me this 18th day of April, 2001.

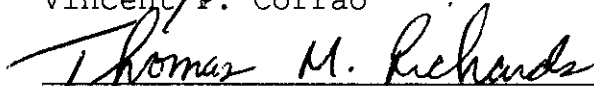
  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing in Latah County.  
My Commission expires: 9/23/2003 .

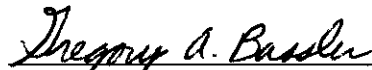
**CONSENT BY SHAREHOLDERS OF  
NORTHWEST MANAGEMENT, INC.**

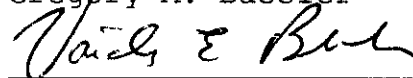
Vincent P. Corrao, Thomas Richards, Gregory Bassler, Vaiden Bloch, and Dennis Thomas, being all of the shareholders of Northwest Management, Inc., an Idaho corporation, and being each and every shareholder entitled to vote on the adoption of the Articles of Amendment to Articles of Incorporation as to said corporation, due hereby in writing give our consent to the adoption of the foregoing Articles of Amendment to Articles of Incorporation.

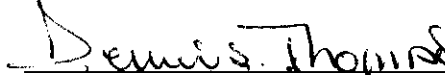
**DATED** this 18th day of April, 2001.

  
\_\_\_\_\_  
Vincent P. Corrao

  
\_\_\_\_\_  
Thomas M. Richards

  
\_\_\_\_\_  
Gregory A. Bassler

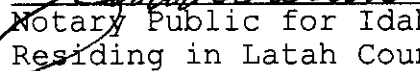
  
\_\_\_\_\_  
Vaiden E. Bloch

  
\_\_\_\_\_  
Dennis S. Thomas

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah         )

On this 18th day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared VINCENT P. CORRAO, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

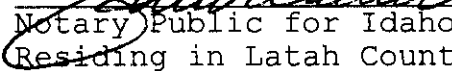
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

  
Notary Public for Idaho  
Residing in Latah County  
My commission expires: 9/23/2003.

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah            )

On this 18th day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS M. RICHARDS, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

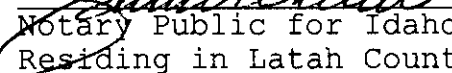
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

  
Notary Public for Idaho  
Residing in Latah County  
My commission expires: 9/23/2003.

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah            )

On this 18th day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared GREGORY A. BASSLER, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.


  
Notary Public for Idaho  
Residing in Latah County  
My commission expires: 9/23/2003.

CONSENT BY SHAREHOLDERS OF  
NORTHWEST MANAGEMENT, INC. - 2

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah            )

On this 18th day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared VAIDEN E. BLOCH, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

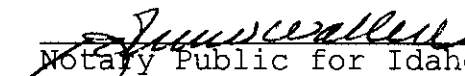
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing in Latah County.  
My commission expires: 9/23/2003.

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah            )

On this 18th day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared DENNIS S. THOMAS, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

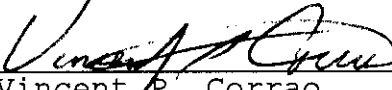
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

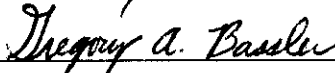
  
\_\_\_\_\_  
Notary Public for Idaho  
Residing in Latah County.  
My commission expires: 9/23/2003.

CONSENT BY BOARD OF DIRECTORS OF  
NORTHWEST MANAGEMENT, INC.

Vincent P. Corrao and Gregory A. Bassler, being all of the Directors of Northwest Management, Inc., an Idaho corporation, and being the total number of Directors entitled to vote or approve the adoption of the Articles of Amendment to Articles of Incorporation as to said corporation, do hereby in writing give our consent to the adoption of the foregoing Articles of Amendment to the Articles of Incorporation.

DATED this 18th day of April, 2001.


  
\_\_\_\_\_  
Vincent P. Corrao

  
\_\_\_\_\_  
Gregory A. Bassler

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah         )

On this 18th day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared VINCENT P. CORRAO, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

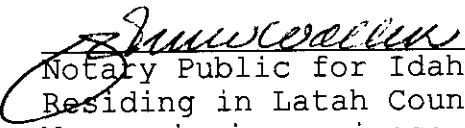
IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing in Latah County.  
My commission expires: 9/23/2003.

STATE OF IDAHO            )  
                                  ) ss.  
County of Latah            )

On this 18th day of April, 2001, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
Gregory A. Bassler, known or identified to me to be the person  
whose name is subscribed to the foregoing instrument and  
acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial  
seal on the date last above written.

  
Notary Public for Idaho

Residing in Latah County.

My commission expires: 9/23/2003.