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ARTICLES OF FIFTH AMENDMENT TO
ARTICLES OF INCORPORATION

SEC. STATE

OF

GREAT NORTHWEST HOLDING COMPANY, INC.

The following amendment to the Articles of Incorporation of Great Northwest Holding Company, Inc., an Idaho corporation (the "Corporation"), was duly adopted by the Directors and Preferred Shareholders of the Corporation pursuant to unanimous consents in accordance with Idaho Code Sections 30-1-1003(4), 30-1-704(4), and 30-1-821. The original Articles of Incorporation were filed in the office of the Idaho Secretary of State on August 7, 1991, and subsequently amended on November 27, 1992, August 31, 1995, June 28, 1996, and August 13, 1996.

Pursuant to Idaho Code Section 30-1-1006 the undersigned President and Secretary of the Corporation certify:

1. Name. The name of the corporation is Great Northwest Holding Company, Inc.
2. Amendment. The amendment adopted is to delete paragraph 1. under Article FOURTH of the Articles of Incorporation in its entirety and substitute the following therefor:

1. The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is Twenty-Two Million Five Hundred Thousand (22,500,000) shares, divided into two classes, of which Fifteen Million (15,000,000) shares shall be designated common stock, with par value of \$0.01 per share ("Common Stock"), and of which Seven Million Five Hundred Thousand (7,500,000) shares shall be designated Series A convertible preferred stock, with par value of \$1.00 per share ("Series A Preferred Stock") (and referred to collectively as the "Capital Stock").

3. Date. The amendment was adopted by the Preferred Shareholders effective September 23, 1996.

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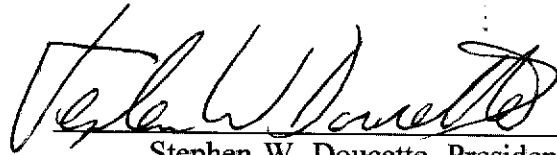
4. Shares. At the time of adoption of the amendment, there were 770,577 Common Shares of the Corporation outstanding but not entitled to vote; and there were 5,700,000 shares of Series A 10% Convertible Preferred Stock ("Preferred Shares") of the Corporation outstanding

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and entitled to vote. All Preferred Shares voted for the amendment and the Directors of the Corporation consented to the amendment as evidenced by the Unanimous Consents of the Preferred Shareholders and Directors of the Corporation executed effective September 23, 1996, pursuant to Idaho Code Sections 30-1-704(4) and 30-1-821.

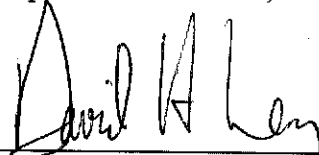
GREAT NORTHWEST HOLDING COMPANY,
INC.

Dated: 10/7, 1997



Stephen W. Doucette, President

Dated: 10-8, 1997



David H. Leroy, Secretary