

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

UNITECH COMPOSITES, INC.

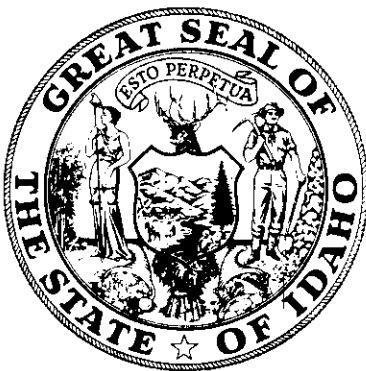
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

UNITECH COMPOSITES, 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.

Dated May 10, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

W. H. Hensman
Corporation Clerk

RECEIVED
SECRETARY OF STATE

RESTATED
ARTICLES OF INCORPORATION
OF
UNITECH COMPOSITES, INC.

1990 MAY 10 AM 8 55

The undersigned, John Thomas and Michael Foster, the President and Secretary, respectively, of Unitech Composites, Inc. (the "Corporation"), on behalf of the Corporation, do hereby certify that the amendments contained within these Restated Articles of Incorporation were duly adopted, pursuant to Section 30-1-59 of the Idaho General Business Corporation Act, and that:

1. The present name of the Corporation is UNITECH COMPOSITES, INC.

2. The date of filing the original Articles of Incorporation with the Secretary of State of the State of Idaho is March 19, 1980.

3. The Articles of Incorporation of the Corporation are hereby amended by striking out each and every provision thereof and by substituting in lieu thereof the following provisions.

4. The Articles of Incorporation of the Corporation, as herein amended, were adopted by the holders of 4,000,000 shares of the Corporation's common stock (with no holders of shares voting against and no holders of shares abstaining), representing a majority of the shares of the Corporation's common stock, at a special meeting of the shareholders of the Corporation held on January 22, 1990.

5. The provisions of the Articles of Incorporation of the Corporation, as herein amended, are hereby restated as herein-after set forth, and are entitled Restated Articles of Incorporation of Unitech Composites, Inc., said instrument to read in its entirety as follows:

ARTICLE I

Name

The name of this corporation is UNITECH COMPOSITES, INC.

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Purposes and Powers

The purposes for which this corporation is organized and its powers are to carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho and which this corporation may deem proper or convenient or which may be calculated to promote, directly or indirectly, the interests of this corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed, and to exercise all of the powers conferred by the laws of the State of Idaho under which this corporation is formed, as such laws are now in effect or at any time in the future may be amended.

ARTICLE IV

Authorized Shares

The total number of shares of all classes of stock which this corporation shall have the authority to issue is 3,500,000 shares, consisting of (a) 2,500,000 shares of common stock, no par value (the "Common Stock") and (b) 1,000,000 shares of preferred stock, no par value (the "Preferred Stock"), which shares, when authorized and designated as hereinafter provided, shall rank senior to shares of common with respect to the payment of dividends and distributions upon liquidation.

The designations, relative rights, preferences and limitations of the shares of Common Stock and Preferred Stock are as follows:

A. Common Stock.

(i) Voting. The holders of Common Stock shall at all times vote as one class, with each holder of record entitled to one vote for each share held. No holder of any of the shares of Common Stock shall be entitled as a matter of right to cumulate his votes.

(ii) Dividends. Each issued and outstanding share of Common Stock shall entitle the holder thereof to receive dividends (whether payable in cash, stock or otherwise), when, as and if declared by the Board of Directors of this corporation out of funds legally available therefor, subject, however, to the rights of preferred shareholders to first receive dividends payable with respect to the Preferred Stock.

(iii) Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of this corporation, whether voluntary or involuntary, each issued and outstanding share of Common Stock shall entitle the holder of record thereof to receive ratably and equally all the assets and funds of this corporation available for distribution to its shareholders, whether from capital or surplus, subject, however, to the rights of preferred shareholders to first receive such assets and funds with respect to the Preferred Stock.

(iv) Merger, Consolidation, Etc. Upon the merger or consolidation of this corporation into or with another corporation (in a merger or consolidation in which shareholders of this corporation receive cash or securities of any other person or entity upon such merger or consolidation), or upon the sale or other disposition of all or substantially all of the properties and assets of this corporation as an entirety to

any person or entity, the aggregate consideration therefor payable to the shareholders of this corporation, if any, shall be distributed as if such merger, consolidation, sale or other disposition were a distribution in liquidation, dissolution or winding up of the affairs of this corporation.

(v) No Pre-emptive Rights, Etc. No holder of any of the shares of Common Stock shall be entitled as a matter of right as such holder to purchase or to subscribe for any shares of capital stock of this corporation whether now or hereafter authorized, or for any bond, certificate of indebtedness, debenture, or other security convertible into or carrying any right to purchase capital stock which may be issued and disposed of to such person upon such terms and for such lawful consideration as may be deemed advisable by the Board of Directors of this corporation.

B. Preferred Stock.

(i) Board Determination of Certain Characteristics. The Board of Directors is hereby authorized, subject to the limitations prescribed by law and the provisions hereof, at its option, from time to time to divide all or any part of the Preferred Stock into series thereof; to establish from time to time the number of shares to be included in any such series; to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof; and to determine variations, if any, between any series so established as to all matters, including, but not limited to, the determination of the following:

(a) the number of shares constituting each such series and the distinctive designation of such series;

(b) the rate of dividend, if any, and whether dividends shall be cumulative or noncumulative;

(c) the voting power of holders of such series, if any, including, without limitation, the vote or fraction of vote to which such holder may be entitled, the events upon the occurrence of which such holder may be entitled to vote, and any restrictions or limitations upon the right of such holder to vote, except on such matters as may be required by law;

(d) whether or not such series shall be redeemable and, if so, the terms and conditions upon which shares of such series shall be redeemable, including the date or dates after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(e) the extent, if any, to which such series shall have the benefit of any sinking fund provisions for redemption or purchase of shares;

(f) the rights, if any, of such series in the event of the dissolution of this corporation or upon any distribution of the assets of this corporation, including with respect to the voluntary or involuntary liquidation, dissolution or winding up of this corporation, the relative rights of priority, if any, of payment of shares of such series;

(g) whether or not the shares of such series shall be convertible and, if so, the terms and conditions on which shares of such series shall be so convertible; and

(h) such other powers, designations, preferences and relative participating, optional or other special rights and such qualifications, limitations or restrictions thereon to the extent permitted by law.

ARTICLE V

Bylaws and Amendments

For the management of the business and for the conduct of the affairs of this corporation, and in further definition, limitation and regulation of the

powers of this corporation and of its directors and shareholders, it is further provided:

(a) The number of directors of this corporation shall be such as from time to time shall be fixed in the manner provided in the Bylaws of this corporation, but in no event shall be less than three (3) nor more than seven (7). The election of directors of this corporation need not be by ballot unless the Bylaws so require.

(b) In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

(i) To make, alter, amend or repeal the Bylaws in any manner not inconsistent with the laws of the State of Idaho or these Restated Articles of Incorporation.

(ii) Without the assent or vote of the shareholders, to authorize and issue obligations of this corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledge, as security therefor, of any property of this corporation, real or personal, including after-acquired property.

(iii) To determine whether any, and if any, what part of the net profits of this corporation or of its surplus shall be declared in dividends and paid to the shareholders, and to direct and determine the use and disposition of any such net profits or such surplus.

(iv) To fix from time to time the amount of net profits of this corporation or of its surplus to be reserved as working capital or for any other lawful purpose.

In addition to the powers and authorizations herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by this corporation, subject, nevertheless, to the provisions of the laws of the State of Idaho, of these Restated Articles of Incorporation and of the Bylaws of this corporation.

(c) Any director or any officer elected or appointed by the shareholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the Bylaws of this corporation.

(d) From time to time any of the provisions of these Articles of Incorporation may be altered, amended or repealed, and other provisions authorized by the laws of the State of Idaho at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Paragraph (d) of Article V.

ARTICLE VI

Transactions With Interested Parties

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors, officers or are financially interested shall be either void or

voidable because of such relationship or interest, or because such director is present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contractor, transaction, or because the director's vote is counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and the shareholders authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested director may participate to the extent that he is also a shareholder; or

(c) The contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VII

Indemnification

(a) To the full extent that the Idaho General Business Corporation Act as it now exists or hereafter may be amended so permits, this corporation shall have the power to indemnify any person who was or is a party

or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this corporation) by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) This corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) or (b) of this Article VII, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) or (b) of this Article VII (unless ordered by a court) shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if

such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders of this corporation.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by this corporation as authorized in this Article VII.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) This corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability under the provisions of this Article VII.

ARTICLE VIII

Registered Office and Registered Agent

The address of the registered office of this corporation is 10413 Industrial Way, Hayden Lake, Idaho 83835-0370. The name of the registered agent at such address is John Thomas.

ARTICLE IX

The number of directors currently constituting the Board of Directors of this corporation is five (5). The names and address of the persons who serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

John Thomas
10413 Industrial Way
Hayden Lake, Idaho 83835-0370

David Van Der Griend
10413 Industrial Way
Hayden Lake, Idaho 83835

Michael Foster
10413 Industrial Way
Hayden Lake, Idaho 83835

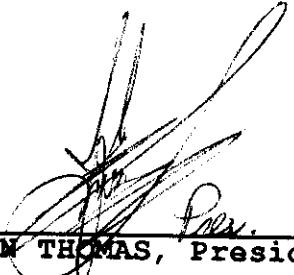
James Christopher
East 2925 Driftwood Drive
Coeur d'Alene, Idaho 83814

M. E. Spelde
c/o Empire Airways
Coeur d'Alene Airport
Coeur d'Alene, Idaho 83814

5. The foregoing Restated Articles of Incorporation of the Corporation has been duly authorized and adopted by the shareholders of this Corporation in accordance with Sections 30-1-59 and 30-1-64 of the Idaho General Business Corporation Act.

IN WITNESS WHEREOF, the foregoing Restated Articles of Incorporation have been signed and attested by the undersigned

President and Secretary, respectively, of this corporation this
30th day of April, 1990



JOHN THOMAS, President

Attest:

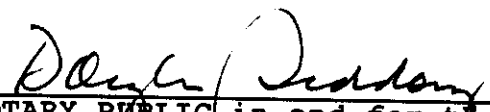


MICHAEL FOSTER, Secretary

VERIFICATION

STATE OF WASHINGTON)
) ss.
County of Spokane)

I, DOUGLAS J. SIDDOWNAY, a Notary Public, do hereby certify that on this 30th day of April, 1990, personally appeared before me JOHN THOMAS and MICHAEL FOSTER, who, being by me first duly sworn, declared that they are President and Secretary, respectively, of UNITECH COMPOSITES, INC., that they signed the foregoing document in such capacities, and that the statements therein contained are true.



NOTARY PUBLIC in and for the State of
Washington, residing at Spokane.

My appointment expires: May 5, 1992