

State of Idaho

Department of State

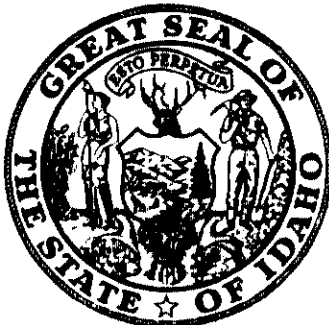
CERTIFICATE OF AMENDMENT OF

DUKE RESOURCES, INC.
File Number C 88064

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 DUKE RESOURCES, INC. duly executed 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: July 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DUKE RESOURCES, INC.**

Pursuant to the provisions of Idaho Code, § 30-1-61 and § 30-1-64, the undersigned corporation pursuant to resolutions duly adopted by its board of directors and its shareholders hereby adopts the following Amended and Restated Articles or Incorporation:

FIRST: The name of the corporation is DUKE RESOURCES, INC.

SECOND: Each and every Article of the original Articles of Incorporation filed with the Idaho Secretary of State November 30, 1988, as amended by Articles of Amendment filed with the Idaho Secretary of State January 6, 1995, are hereby further amended to read in accordance with the provisions of Section Seventh.

THIRD: These Amended and Restated Articles of Incorporation of Duke Resources, Inc., were adopted by the shareholders on May 31, 1995.

FOURTH: The designation and number of outstanding shares of each Class entitled to vote thereon is as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A Common Stock	1,709,533
Class B Common Stock	4,344,148

FIFTH: The number of shares of each Class voting for and against such amendment were:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Class A Common Stock	863,500	None
Class B Common Stock	3,919,148	None

SIXTH: The Amended and Restated Articles of Incorporation of Duke Resources, Inc., do not provide for an exchange, reclassification or cancellation of issued shares, nor does it effect a change in the amount of stated capital.

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SEVENTH: The Articles of Incorporation as amended shall read, in their entirety, as follows:

ARTICLE I

The name of this corporation is DUKE RESOURCES, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The authorized capital stock of the corporation shall be divided into six classes and each class of stock shall be entitled to the following preferences and rights:

(a) Class A Common Stock:

(i) Class A Common Stock (A Common) shall comprise 5,000,000 shares with no par value.

(ii) Each issued and outstanding share of A Common shall be entitled to one vote.

(b) Class B Common Stock:

(i) Class B Common Stock (B Common) shall comprise 10,000,000 shares with no par value.

(ii) Each issued and outstanding share of B Common shall be entitled to five votes.

(c) Class A Convertible Preference Stock:

(i) Class A Convertible Preference Stock (A Convertible) shall comprise 5,000,000 shares with no par value.

(ii) The issued and outstanding shares of A Convertible shall, collectively, be entitled to the same number of votes as all issued and outstanding shares of A Common. Therefore, each issued and outstanding share of A

Convertible shall have a number of votes equal to the number of shares of A Common which have been issued and are outstanding divided by the number of shares of A Convertible which have been issued and are outstanding.

(iii) Each share of issued and outstanding A Convertible shall be convertible into Class C Common Stock (C Common) at the election of the holder in accordance with the terms of the agreement by which the shares were acquired. If the holder does not elect to make the conversion, the holder shall have the right to require that the corporation redeem each share of A Convertible at a purchase price equal to its par value plus interest thereon from the date of purchase. The right to convert A Convertible into C Common and the obligation of the corporation to redeem shares of A Convertible which are not converted into C Common and to pay as part of the redemption price interest shall all be governed by the terms and provisions of the agreement entered into by the corporation, the purchaser of the A Convertible and others. The corporation shall be free to pledge, mortgage or encumber all or part of its assets to secure its agreement to redeem.

(iv) Once a share or shares of A Convertible have been issued and as long as one of those shares remains outstanding, the corporation shall not issue any additional shares of A Convertible to anyone other than someone who already is a holder of A Convertible without the written approval of a majority of the holders of the outstanding shares of A Convertible.

(d) Class B Convertible Preference Stock:

(i) Class B Convertible Preference Stock (B Convertible) shall comprise 10,000,000 shares with no par value.

(ii) The issued and outstanding shares of B Convertible shall, collectively, be entitled to the same number of votes as all issued and outstanding shares of B Common. Therefore, each issued and outstanding share of B Convertible shall have a number of votes equal to five times the number of shares of B Common which have been issued and are outstanding divided by the number of shares of B Convertible which have been issued and are outstanding.

(iii) Each share of issued and outstanding B Convertible shall be convertible into class D Common Stock (D Common)

at the election of the holder in accordance with the terms of the agreement by which the shares were acquired. If the holder does not elect to make the conversion, the holder shall have the right to require that the corporation redeem each share of B Convertible at a purchase price equal to its par value plus interest thereon from the date of purchase. The right to convert the B Convertible into D Common and the obligation of the corporation to redeem shares of B Convertible which are not converted into D Common and to pay as part of the redemption price interest shall all be governed by the terms and provisions of the agreement entered into by the corporation, the purchaser of the B Convertible and others. The corporation shall be free to pledge, mortgage or encumber all or part of its assets to secure its agreement to redeem.

(iv) Once a share or shares of B Convertible have been issued and as long as one of those shares remains outstanding, the corporation shall not issue any additional shares of B Convertible to anyone other than someone who already is a holder of B Convertible without the written approval of a majority of the holders of outstanding shares of B Convertible.

(e) Class C Common Stock:

(i) Class C Convertible Common Stock (C Common) shall comprise 5,000,000 shares with no par value.

(ii) Each issued and outstanding share of C Common shall be entitled to one vote.

(iii) Each share of C Common shall have all of the same rights and privileges as A Common except for the fact that it shall be of a different class.

(iv) No shares of C Common shall be issued except by way of conversion of A Convertible in to shares of C Common.

(f) Class D Common Stock:

(i) Class D Common Stock (D Common) shall comprise 10,000,000 shares with no par value.

(ii) Each issued and outstanding share of D Common shall be entitled to five votes.

(iii) Each share of D Common shall have all of the same

rights and privileges as B Common except for the fact that it shall be of a different class.

(iv) No shares of D Common shall be issued except by way of conversion of B Convertible in to shares of D Common.

ARTICLE V

For a quorum to exist at a meeting of shareholders there shall be present, in person or proxy, a majority of the votes entitled to be cast by those shareholders holding either or both A Common and B Common and also a majority of the votes entitled to be cast by those shareholders holding any or all of A Convertible, B Convertible, C Common and D Common. If a quorum is present, any act of the shareholders shall require the affirmative vote of a majority of votes entitled to be cast by the A Common and B Common shareholders represented at the meeting and also a majority of the votes entitled to be cast by the A Convertible, B Convertible, C Common and D Common shareholders represented at the meeting.

ARTICLE VI

There shall be no more than eight nor less than two members of the board of directors. Up to four members of the board of directors may be elected by the affirmative vote of a majority of votes entitled to be cast by the holders of the A Convertible, B Convertible, C Common and D Common Stock which are represented at a meeting of the shareholders. Up to four members of the board of directors may be elected by the affirmative vote of a majority of votes entitled to be cast by the holders of the A Common and B Common Stock which are represented at a meeting of the shareholders.

For a quorum to exist at a meeting of the board of directors there must be present at least one director who was elected by the holders of the A Convertible, B Convertible, C Common and D Common stock and a majority of the directors elected by the holders of the A Common and B Common stock. No action shall be taken by the board of directors without the approval of a majority of the directors elected by the holders of the A Convertible, B Convertible, C Common and D Common Stock who are present at a meeting in which there is quorum and without the approval of a majority of the directors elected by the holders of the A Common and B Common stock who are also present at that meeting.

A vacancy occurring in the board of directors shall be filled by a majority of the remaining directors who were elected by the classes of stock which elected the director's position which has

become vacant. The removal of a member of the board of directors may only be made by a majority of the votes entitled to be cast for the classes of stock which elected that director.

Meetings of the members of the board of the directors may be held any place inside or outside the State of Idaho for the transaction of any business of the corporation as the directors may, by resolution, provide. Directors need not be residents of the State of Idaho or of the United States.

ARTICLE VI

The address of the registered office of the corporation is 516 West Franklin Street, Boise, Idaho 83702. The name of the registered agent of the corporation at such address is William D. Collins. The board of directors may, by resolution, change the registered agent and registered office of the corporation.

ARTICLE VII

Any amendment to the Articles of Incorporation must be approved by act of the shareholders in accordance with the requirements of Article V.

EIGHTH: The foregoing Amended and Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as fully amended. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED this 13 of June, 1995.

DUKE RESOURCES, INC.

By 
Gerald L. Snider, President

By 
Richard L. McElheny, Secretary

AMENDED AND RESTATED ARTICLES
OF INCORPORATION - 6

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STATE OF MARYLAND)

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County of Montgomery)

I, Neil Jones, a notary public of the above state, do hereby certify that on the 13th day of June, 1995, personally appeared before me GERALD L. SNIDER, who, being by me first duly sworn, declared that he is the president of Duke Resources, Inc., an Idaho corporation, that he signed the forgoing document as president of the corporation and the statements therein contained are true.

NEIL JONES
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 30, 1995

Neil Jones
Notary Public for Maryland
Residing at 9812 Fulls Rd Potomac,
My Commission Expires August MD
30, 1995 20854

DISTRICT OF COLUMBIA)

:SS

Washington)

I, PATRICIA M. EVANS, a notary public of the above state, do hereby certify that on the 13, day of JUNE, 1995, personally appeared before me RICHARD L. McELHENY, who, being by me first duly sworn, declared that he is the secretary of Duke Resources, Inc., an Idaho corporation, that he signed the forgoing document as secretary of the corporation and the statements therein contained are true.

Patricia M. Evans
Notary Public for Dist. of Columbia
Residing at One Scott Circle, N.W.
My Commission Expires 2-14-97

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