

**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION**

FILED
98 OCT 13 AM 10:57
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The name of the corporation is Trinity Springs Ltd.

The following amendment to the Articles of Incorporation was adopted on December 12, 1997 by a vote of the shareholders:

Article SIX (VI) of the Articles of Incorporation of the company be and hereby is amended by substituting the words "two million five hundred thousand" in place of the words "two million" in the first sentence so that, as amended, the first sentence of Article SIX shall be and read in its entirety as follows:

VI

"The aggregate number of shares which this corporation shall have authority to issue shall be two million five hundred thousand shares of common stock having a par value of one cent per share."

The number of shares outstanding and entitled to vote on the foregoing amendment on the record date for the vote was 1,261,240. The shares are not divided into classes. There were 888,764 shares voted for the amendment and 38,188 shares voted against the amendment.

TRINITY SPRINGS LTD.

By


Its President

and


Its Secretary

IDAHO SECRETARY OF STATE

10/13/1998 09:00
CX: 7752 CT: 105179 BH: 152700

1 @ 30.00 = 30.00 AMEND PROF # 2

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