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IDAHO SECRETARY OF STATE
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ARTICLES OF AMENDMENT

TO THE
ARTICLES OF INCORPORATION

OF

TRINITY SPRINGS LTD.

FILED EFFECTIVE
02/05/2003 PM 4:14
STATE OF IDAHO

Pursuant to the provisions of Sections 30-1-601, 30-1-1003, and 30-1-1006 of the Idaho Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation (the "Articles"):

FIRST: The name of the corporation is "Trinity Springs Ltd."

SECOND: Article VI is amended to: (i) increase the authorized common stock from 3,500,000 to 9,000,000; and (ii) authorize 4,000,000 shares of a new class of preferred stock with designations, powers, preferences and relative rights to be fixed by the Board of Directors from time to time. Accordingly, Article VI of the Articles is hereby deleted in its entirety and the following shall be put in its place:

VI.

A. Authorized Capitalization. The total number of shares of all classes of stock that the corporation shall have authority to issue is 13,000,000 shares, divided into the following: (i) 9,000,000 shares of common stock, \$.01 par value ("Common Stock"), and (ii) 4,000,000 shares of preferred stock, \$.01 par value ("Preferred Stock").

B. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby

vested with authority to fix by resolution the designations and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, including without limitation, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

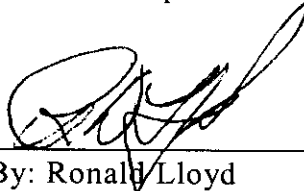
C. Voting Rights. The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the corporation and on all matters coming before the shareholders of the corporation, except as otherwise provided by law. Except as otherwise provided herein or by law, holders of Preferred Stock shall vote as a single class with holders of Common Stock. Votes may not be cumulated.

D. Preemptive Rights. Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

THIRD: The foregoing amendments to the Articles were duly adopted by the shareholders of the Corporation entitled to vote on September 9, 2002, as expressly permitted by the Articles and in the manner prescribed by the Act. The number of shares outstanding and entitled to vote on the foregoing amendment on the record date for the vote was 2,437,722. The Corporation had only one class of common stock outstanding and entitled to vote. With regard to the first amendment to Article VI, a total of 1,385,762 shares voted for the amendment and 23,838 voted against the amendment. With regard to the second amendment to Article VI, a total of 1,389,962 shares voted for the amendment and 49,638 shares voted against the amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Amendment this 27th day of January 2003.

TRINITY SPRINGS LTD.,
an Idaho corporation

A handwritten signature in black ink, appearing to read 'Ronald Lloyd', is written over a horizontal line.

By: Ronald Lloyd
Its: President and CEO

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