

**SECOND AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF**

**BONTERRA AMERICA, INC.**

**FILED**  
99 DEC 13 AM 10:40  
STATE OF IDAHO

BonTerra America, Inc. hereby certifies and adopts in duplicate the following Second Amendment to its Articles of Incorporation.

- I. The name of the corporation is BonTerra America, Inc.
- II. Article 3 of the Articles of Amendment is deleted in its entirety, and the following is substituted in its place:

**Article 3. Shares of Stock**

3.1 The total number of shares the Corporation is authorized to issue is 90,000 shares of Common A Stock.

III. The above Second Amendment to the Articles of Incorporation was adopted by the sole Shareholder on the 1<sup>st</sup> day of July, 1999.

IV. At the time of adoption of the amendment, there were 52,000 shares of Common A stock and 38,000 shares of Common B stock outstanding, and all of the shares were entitled to vote upon the amendment. The vote on the amendment was as follows:

For:	52,000 shares of Common A stock and 38,000 shares of Common B Stock
Against:	No shares

V. All 38,000 issued and outstanding shares of Common B Stock shall be exchanged for 38,000 shares of Common A Stock within twenty (20) days following filing of this Second Amendment to Incorporation.

EXECUTED and verified in duplicate this 1<sup>st</sup> day of July, 1999, by the President of the Corporation.

BONTERRA AMERICA, INC.

By: \_\_\_\_\_

C. Ted Koerner, President

Attest: \_\_\_\_\_

Joseph Sinicropi, Secretary/Treasurer

IDAHO SECRETARY OF STATE  
12/13/1999 09:30  
EX: 14012 CI: 12378 BH: 27294  
1 2 38.00 = 38.00 AMEND  
28.00 = 28.00 EXPEDITE # 3

Watson, Pottlieb, LLP  
SECOND AMENDMENT  
July 2, 1999

C91779