

FILED

RESOLUTION

98 MAR 25 PM 2:12

WHEREAS, the stockholders of Portage Environmental, Inc., in their annual stockholders meeting held June 26, 1997, voted to approve an amendment to the articles of incorporation.

WHEREAS, the amendment adds a ninth article which reads as follows:

NINTH

The number of Directors of the Corporation shall be one (1). The majority stockholder of the Corporation will serve as the Director and President of the Corporation. A quorum for the transaction of business at a meeting of the Directors shall exist when the President is present.

WHEREAS, the total number of shares entitled to vote is 1,000 issued under the common class of stock.

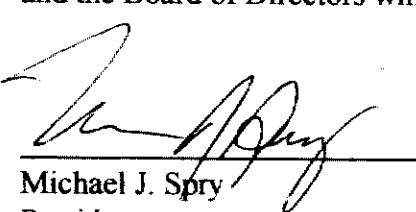
WHEREAS, the vote on the amendment was unanimous as follows:

<u>For:</u>	<u>Shares</u>	<u>Class</u>	<u>Against:</u>	<u>Shares</u>	<u>Class</u>
Mike Spry	673 1/3	common	none		
Nick Stanisich	163 1/3	common			
Kevin Poor	163 1/3	common			

WHEREAS, the statement as to effect on capital is as follows:

the amendment will have no effect on stated capital available to the company.

THEREFORE, BE IT RESOLVED that the articles of incorporation are amended as described and the Board of Directors will notify the Secretary of State of Idaho as to the amendment.

  
Michael J. Spry  
President

3/20/98  
Date

  
Kevin J. Poor  
Secretary

3/23/98  
Date

IDAH0 SECRETARY OF STATE

03/02/1998 09:00

OK: 5480 CT: 69074 BH: 86466 ...

1 @ 30.00 = 30.00 AMEND PROF

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