

**FILED/EFFECTIVE**

00 MAR -9 AM 10:13

STATE OF IDAHO

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

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 17, 1999 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 "three million five hundred thousand" in place of the words "two million five hundred thousand" 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 three 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 1,894,995. The shares are not divided into classes. There were 1,085,559 shares voted for the amendment and -0- shares voted against the amendment.

TRINITY SPRINGS LTD.

By

Its President

*Mark Johnson*  
MARK JOHNSON

and

Its Secretary

*Suzanne M. Kwapich*  
SUZANNE M. KWAPICH

IDAHO SECRETARY OF STATE

03/09/2000 09:00  
CK: 11760 CT: 105179 DH: 297343

1 @ 38.00 = 38.00 AMEND PROF # 2

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