

**ARTICLES OF AMENDMENT
OF
IDAHO BREWING COMPANY, INCORPORATED**

FILED

Aug 8: 48

STATE OF IDAHO

ARTICLE I

The name of the Corporation is IDAHO BREWING COMPANY, INCORPORATED.

ARTICLE II

Pursuant to a Special Meeting of the Shareholders of the Corporation, held on August 6, 1999, at which meeting a majority, and thus, quorum, was present, approval was given, and there was adopted an Amendment to ARTICLE I to the original Articles of Incorporation,, to allow a corporate name change.

ARTICLE III

The previous ARTICLE I is amended to provide as follows:

The name of the Corporation is: IDAHO BEVERAGE COMPANY, INCORPORATED.

ARTICLE IV

The number of shares outstanding, and entitled to vote on such amendment was 100, and the Shareholders entitled to vote agreed unanimously to such name change.

EXECUTED This 6th day of August, 1999.


ROSS JONES, President

IDAHO SECRETARY OF STATE


JOHN M. OHMAN, Secretary

10/01/1999 09:00
SRT 1094 CT: 92994 BH: 254571

ORIGINAL

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C 105018

STATE OF IDAHO)
 ss.
County of Bonneville)

ROSS JONES, and JOHN M. OHMAN, having been first duly sworn, affirm that they are the president and secretary, respectively, of IDAHO BEVERAGE COMPANY, INCORPORATED, and that they executed the foregoing instrument; that they have read the foregoing instrument and know its contents; and that the matters stated therein are true of their personal knowledge.



ROSS JONES, President



JOHN M. OHMAN, Secretary





NOTARY PUBLIC FOR IDAHO

Residing at: Idaho Falls

My Commission Expires: 1-22-2004

RESOLUTION
of
THE BOARD OF DIRECTORS
of
IDAHO BREWING COMPANY, INCORPORATED

A special meeting of the Board of Directors of IDAHO BREWING COMPANY, INCORPORATED, was held on July 30, 1999, pursuant to a written Waiver of Notice signed by all of the Directors.

The meeting was called to order by the Chairman of the Board, and a proposal was then presented regarding the necessity of changing the corporate name, as authorized by §30-1-58 I.C.

Motion was then made and seconded that a Resolution be passed whereby the Board of Directors submit to a vote at a Special Meeting of Shareholders the recommendation by the Board that the corporate name be changed to IDAHO BEVERAGE COMPANY, INCORPORATED.

Following discussion and vote, the motion passed unanimously.

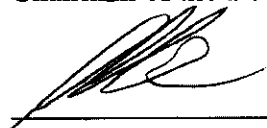
THEREFORE, BE IT RESOLVED:

That the recommendation of the Board of Directors for a change of the corporate name from IDAHO BREWING COMPANY, INCORPORATED to IDAHO BEVERAGE COMPANY, INCORPORATED shall be submitted to a vote at a meeting of the shareholders.

DATED this July 30, 1999.



ROSS JONES
Chairman of the Board



JOHN M. OHMAN
Secretary

WAIVER OF NOTICE
of
SPECIAL MEETING OF
SHAREHOLDERS OF IDAHO BREWING COMPANY, INCORPORATED

* * * *

The undersigned, constituting the only Shareholder of IDAHO BREWING COMPANY, INCORPORATED, does hereby waive notice of the Special Meeting of Shareholders, and consents to the holding of such meeting at 510 D Street, Idaho Falls, Idaho, on August 6, 1999 at 5:00 p.m., also consenting to the transaction of any business necessary to consider the RESOLUTION by the Board of Directors to change the corporate name to IDAHO BEVERAGE COMPANY, INCORPORATED, in conformity with the Resolution of the Board of Directors adopted on July 30, 1999, a copy of which Resolution is acknowledged by the undersigned Shareholder.

DATED this 6th day of August, 1999.


ROSS JONES

ORIGINAL

MINUTES OF SPECIAL MEETING

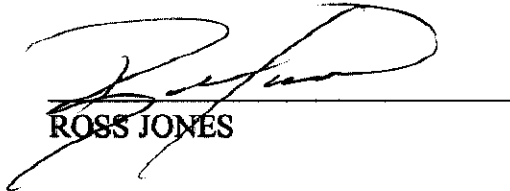
The undersigned as the only Shareholder of IDAHO BREWING COMPANY, INCORPORATED, having considered the RESOLUTION OF THE BOARD OF DIRECTORS dated July 30, 1999 recommending a change of the corporate name to IDAHO BEVERAGE COMPANY, INCORPORATED, and having signed a WAIVER OF NOTICE, does hereby consent to this Special Meeting held on August 6, 1999, for the purpose of discussing said Resolution for Name Change.

Following discussion, upon Motion, properly seconded, and unanimously approved,

IT IS HEREBY AGREED:

- (a) The Resolution of the Board of Directors recommending name change to IDAHO BEVERAGE COMPANY, INCORPORATED is hereby approved; and
- (b) Articles of Amendment reflecting the approval of said name change shall be executed in duplicate by the Corporation by its President, and presented to the Secretary of State for approval.

DATED This 6th day of August, 1999.


ROSS JONES