

CERTIFICATE OF AMENDMENT
OF

WESTERN INTERMOUNTAIN DIVERSIFIED GROUP, INC.

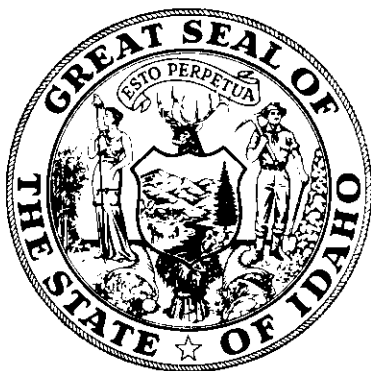
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CROWN CALIFORNIA CORPORATION

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ March 9, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley L. Cook

Corporation Clerk

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

WESTERN INTERMOUNTAIN DIVERSIFIED GROUP, INC.

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Western Intermountain Diversified Group, Inc.

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation at a Special Meeting held on February 17, 1989, in the manner prescribed by the Idaho Business Corporation Act:

ARTICLE I.

The name of this corporation is, and shall be CROWN CALIFORNIA CORPORATION.

ARTICLE V.

This company shall be capitalized for \$5,050,000.00 as follows:

Common Stock - \$50,000 divided into 50,000,000 shares of common stock with a par value of \$0.001 per share; and

Preferred Stock - \$5,000,000 divided into 5,000,000 shares of preferred stock with a par value of \$1.00 per share, bearing a twelve percent (12%) non-cumulative dividend, non-voting, redeemable at par value plus dividends in arrears, convertible into common stock at a ratio of ten (10) shares of preferred stock in exchange for one (1) share of common stock.

ARTICLE VI.

The corporate powers of this corporation shall be vested in a Board of Directors of not less than eleven (11) and no more than seventeen (17) members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. A Director of this corporation need not be a shareholder therein. Unless otherwise determined by the shareholders, the Board of Directors by resolution, shall from time to time fix the number of Directors within the limit herein provided.

ARTICLE XI.

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.

(a) WESTERN INTERMOUNTAIN DIVERSIFIED GROUP, INC. shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) WESTERN INTERMOUNTAIN DIVERSIFIED GROUP, INC. shall have power to indemnify any person who was or is a party or is threatened to be made a made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he

is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) or (b) hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) or (b) of this section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or

EIGHTH: The number of shares voted FOR the amendment to Article XI was 1,394,096 shares, the number of shares voted AGAINST said amendment was 0.

NINTH: The stated capital of the corporation as that term is defined in Idaho Code, 30-1-2(j) has been changed as follows:

Stated Capital Prior to Amendment: 1,823,648 shares par value \$0.01 or \$18,236.48.

Stated Capital After Amendment: 1,823,648 shares par value \$0.001 or \$1,823.648.

No ^{PREFERRED} shares have been issued; no consideration has been allocated to capital surplus; nor have there been any reductions from such sum.

Dated this 17th day of February, 1989.

WESTERN INTERMOUNTAIN DIVERSIFIED
GROUP, INC.

By

Cliff Hull
President

By

Melissa Scheffelman
Secretary

STATE OF IDAHO)
) ss
County of Shoshone)

I, GAIL ELLIOTT, a notary public, do hereby certify that on this 17th day of March, 1989, personally appeared before me PIATT HULL and MELISSA SCHEFFELMAIER, who being first duly sworn, declared that they are the President and Secretary respectfully of WESTERN INTERMOUNTAIN DIVERSIFIED GROUP, INC.,

that they signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

Paul M. Elliott
Notary Public in and for the State of
Idaho, Residing at: Mullan
My Commission Expires: 9/3/91