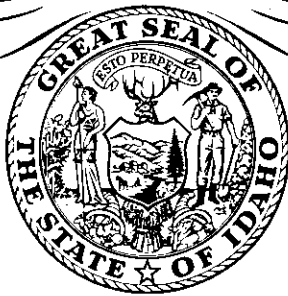


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

ALLSTATE MOTOR CLUB, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Fourteenth** day of **August**, 19 **61**, original articles of amendment, as provided by Section **s 30-146 and 30-147, Idaho Code**, **changing corporate name to PACIFIC MOTOR CLUB, INC.,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **114** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **August**, A. D., 19 **61**.

Secretary of State

ARTICLES OF AMENDMENT

- - - -

AMENDING ARTICLE I

OF THE

ARTICLES OF INCORPORATION OF

ALLSTATE MOTOR CLUB, INC.

- - - -

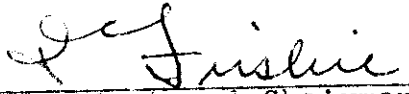
STATE OF WASHINGTON }
COUNTY OF KING } ss.

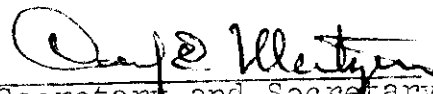
DUANE C. FRISBIE and CARL MEITZEN, being each duly sworn,
do hereby certify and declare:

1. That said Duane C. Frisbie and said Carl Meitzen are, respectively, the President and Secretary of Allstate Motor Club, Inc., which now is and at all times herein mentioned has been a corporation duly organized and existing under and by virtue of the laws of the State of Idaho, and that they acted as such officers, respectively, at the shareholders' meeting referred to in paragraph 2 hereof.

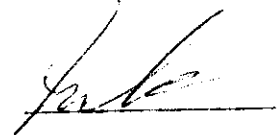
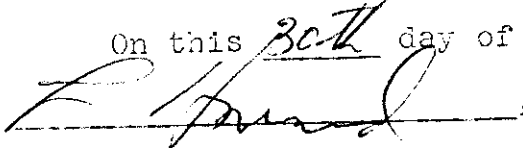
2. That the shareholders of said Allstate Motor Club, Inc. met in special session at 3046 East 45th Street, Seattle, King County, Washington, on the 26th day of June, 1961, at the hour of 10:00 o'clock A.M.; that said meeting was duly called on the 22nd day of June, 1961, by a call and waiver of notice and consent to the time, place and purposes of said special meeting, as specified in said notice, dated the 22nd day of June, 1961, made and signed by all of the shareholders of said corporation, which call, waiver and consent fixed 3046 East 45th Street, Seattle, King County, Washington, as the place where, and the 26th day of June, 1961, at the hour of 10:00 o'clock A.M., as the time when said special meeting of the shareholders would be held, and said call, waiver and consent, which was made a part of the minutes of said meeting, also specified the objects and purposes for which

IN WITNESS WHEREOF, Duane C. Frisbie and Carl Meitzen,
President and Secretary, respectively, of Allstate Motor Club,
Inc., and of the said meeting of the shareholders and the pro-
ceedings had thereat, and being duly authorized, have hereunto
subscribed their names to these Articles of Amendment to the
Articles of Incorporation of Allstate Motor Club, Inc., in trip-
licate, this 30th day of June, 1961.

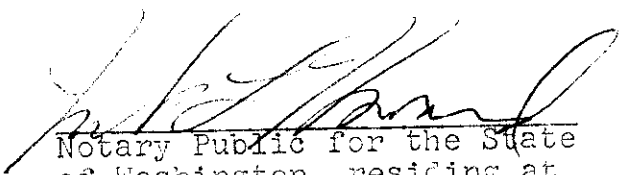

President and Chairman
of the Shareholders'
Meeting.


Secretary and Secretary
of the Shareholders'
Meeting.

STATE OF WASHINGTON }
COUNTY OF KING } ss.

On this 30th day of June, 1961, before me, 
, a Notary Public in and for said
State, personally appeared DUANE C. FRISBIE and CARL MEITZEN,
known to me to be, respectively, the President and Secretary of
Allstate Motor Club, Inc., the corporation that executed the
foregoing instrument, and acknowledged to me that such corpora-
tion executed the same as the act and deed of said corporation
for the purposes named.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, the day and year in this certificate first above
written.


Notary Public for the State
of Washington, residing at

My Commission expires:

