

**FILED**  
98 MAY 11 PM 2:39  
SECRETARY OF STATE  
STATE OF IDAHO

**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
JOHN MARCHESO & ASSOCIATES, INC.**

The undersigned, as directors and shareholders of a corporation under the Idaho Business Corporations Act, adopts the following amendments to the Articles of Incorporation for such corporation, effective as of the date hereof:

**FIRST:** The name of the corporation is: John Marcheso & Associates, Inc.

**SECOND:** The following amendments are hereby adopted:

**A.** Article THIRD, is restated to read as follows:

"The purpose for which the corporation is organized is to provide financial services and full brokerage services dealing in all varieties of financial products, including but not limited to insurance, annuities, limited partnerships, and other conducted business as is incidental to the conduct of a financial services firm. The corporation shall have no other purpose without the unanimous consent of the shareholders."

**THIRD:** Ten Thousand (10,000) shares of common stock are issued and outstanding. Only one class of stock exists. The foregoing amendments to the Articles of Incorporation of John Marcheso & Associates, Inc. have been approved by all of the outstanding shares of common stock and by unanimous vote of the Directors.

IDAHO SECRETARY OF STATE

05/11/1998 09:00  
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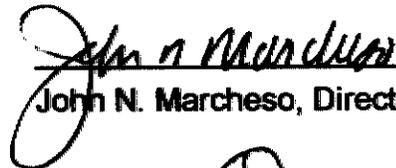
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**IN WITNESS WHEREOF**, the undersigned Directors and Shareholder, representing all of the Directors and Shareholders of the Corporation, have hereunto set their hand and seal this 6 day of May, 1998.

  
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John N. Marcheso, Director and Shareholder

  
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Beverly G. Marcheso, Director and Shareholder