

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

AERO-SONICS, INC.

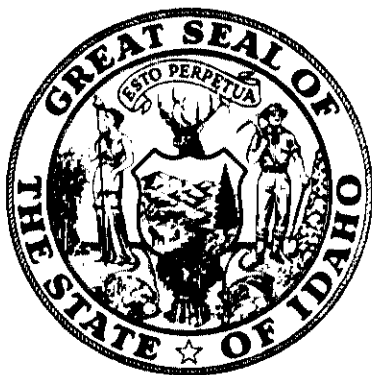
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

AERO-SONICS, INC.

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 September 9, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

RESTATED ARTICLES OF INCORPORATION
OF
AERO-SONICS, INC.

SEP 9 4 34 PM '91
SECRETARY OF STATE

The undersigned DANIEL D. ADY hereby certifies:

1. That he is the sole incorporator of the above named corporation, and that as of the date hereof, no shares of the corporation have been issued.
2. The resolution adopted by the undersigned incorporator incorporates designated amendments in the following Restated Articles of Incorporation, and except for the designated amendments the Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the articles of incorporation theretofore amended, and the Restated Articles of Incorporation together with the designated amendments supersede the original articles of incorporation and all amendments thereto.
3. The RESTATED ARTICLES OF INCORPORATION adopted reads as follows:

ARTICLE I

NAME: The name of the corporation is AERO-SONICS, INC.

ARTICLE II

DURATION: The period of its duration is perpetual.

ARTICLE III

PURPOSES: The purposes for which the corporation is organized are:

1. To manufacture arrow locating devices of every kind and nature.
2. To engage in the transaction of any or all other lawful business for which corporations may be incorporated under the provisions of Chapter 1, Title 30 of the Idaho Code and any amendments thereto.

ARTICLE IV
(amended)

STOCK: (a) The aggregate number of shares that the Corporation shall have authority to issue is 1,000,000 shares of common stock without par value.

(b) Each shareholder of record shall be entitled to one vote for each share of stock outstanding in his name on the books of the Corporation, except that cumulative voting shall be allowed in the election of directors.

(c) At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the shares represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the Act or these Articles of Incorporation.

(d) The Corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted earned or capital surplus, provided the Corporation is solvent and when such redemption or purchase would not render it insolvent or reduce the net assets below the aggregate amount payable to the holders of shares having prior or equal rights to the assets of the Corporation upon involuntary dissolution.

(e) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Act.'

ARTICLE V
(amended)

PRE-EMPTIVE RIGHTS: No shareholder of the Corporation shall have any pre-emptive rights.

ARTICLE VI
(amended)

INTERNAL AFFAIRS: The Corporation shall have the right to indemnify any person to the fullest extent allowed by the Act, except as limited by the By-laws of the Corporation from time to time in effect.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT: The address of the initial registered office of the corporation is 417 So. KCID Road, Caldwell, ID 83605 and the name of its initial registered agent is, Daniel Ady, at such address.

ARTICLE VIII (amended)

DIRECTORS: (a) The initial board of directors shall consist of two directors. The number of directors may be increased or decreased from time to time as provided in the By-laws; provided, the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and have qualified are:

Daniel D. Ady	417 So. KCID Road Caldwell, Idaho 83605
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Kathy Ady	417 So. KCID Road Caldwell, Idaho 83605
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(b) A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except this provision shall not eliminate or limit the liability of a director:

i. For any breach of the director's duty of loyalty to the Corporation or its stockholders.

ii. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

iii. Provided for under section 30-1-48, Idaho Code.

iv. For any transaction from which the director derived an improper personal benefit.'

ARTICLE IX

SALE OF CERTAIN ASSETS: In the event of the proposed sale by the corporation of substantially all of its assets, or of any patent, invention or trade secret, such transaction shall require the approval of two-thirds of the then issued and outstanding common stock of the corporation.

ARTICLE X

INCORPORATORS: The names and addresses of the
incorporators are:

<u>NAME:</u>	<u>ADDRESS</u>
Daniel D. Ady	Route 3, Box 435 Caldwell, Idaho 83605

3. That the Incorporator of the corporation adopted and approved the Amendment and RESTATED ARTICLES OF INCORPORATION by resolution on August 5, 1991.

IN WITNESS WHEREOF, the undersigned have executed this AMENDMENT and RESTATED ARTICLES OF INCORPORATION on August 5, 1991.

Daniel D. Ady
DANIEL D. ADY, INCORPORATOR

State of Idaho)
) ss
County of Ada)

I, the undersigned, a notary public in and for the state of Idaho, hereby certify that on the 9th day of September, 1991, personally appeared before me Daniel D. Ady who by me being first duly sworn declared that he is the Incorporator of Aero-Sonics, Inc., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Cara Lee Hopingardner
Notary Public
Residing at Boise, ID
Commission Expires: 5/8/92