

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

MUSICIANS WEST, 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 MUSICIANS WEST, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bulmer*

ARTICLES OF AMENDMENT

RECEIVED
SEC. OF STATE

The Articles of Incorporation of Musicians West, Inc. are hereby amended as follows:

(A) Article five of the Articles of Incorporation is hereby deleted and replaced by the following:

5. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

(B) Article six of the Articles of Incorporation is hereby deleted and replaced by the following:

6. The corporation will be managed by its board of directors and will have no members. The board shall consist of at least three directors. The corporation's bylaws shall otherwise specify the number of directors to serve on the board. Such other qualifications which a person must satisfy to serve on the board and details regarding elections of directors, length of term, and other matters concerning directors shall also be detailed in the bylaws.

(C) Article seven of the Articles of Incorporation is hereby deleted and replaced by the following:

7. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all the asset of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as

amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

(D) Article eight of the Articles of Incorporation is hereby deleted and replaced by the following:

8. The incorporator is Mark Neiworth, P.O. Box 4001, Pocatello, Idaho 83205.

(E) Articles nine shall be added to the Articles of Incorporation as follows:

9. The registered office of the corporation is located at 110 N. Second, Pocatello, Idaho 83201. The name of the registered agent at that street address is Mark Neiworth, whose mailing address is P.O. Box 4001, Pocatello, Idaho 83205.

The foregoing amendments were unanimously adopted by the corporation's board of directors at a meeting at which all directors were present, on the 13th day of September, 1993. All directors waived notice of the meeting and have signed these Articles of Amendment. The corporation has no members and, therefore, member approval is not applicable.

DATED this 13th day of September, 1993.

MUSICIANS WEST, INC.

By Mark Neiworth
Mark Neiworth, President and Director

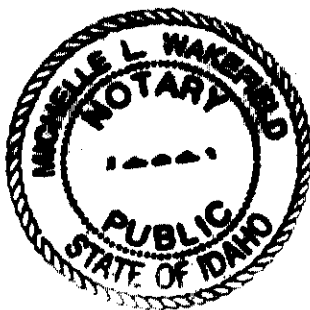
By Pat George
Pat George, Secretary and Director

By Susan Hughes
Susan Hughes, Director

STATE OF IDAHO)
 :88
County of Bannock)

I, Michelle L. Wakefield, a notary public, do hereby certify that on this 13th day of September, 1993, personally appeared before me MARK NEIWIRTH, who, being by me first duly sworn, declared that he is the President and one of the directors of Musicians West, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(SEAL)



Michelle L. Wakefield
NOTARY PUBLIC FOR IDAHO
Residing at: Pocatello
My commission expires: 3-16-98