

FILED/EFFECTIVE

NO JUL 19 AM 8:56
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF AMENDMENT
PRIME PERFORMANCE GROUP, INC.**

The undersigned, the incorporator of Prime Performance Group, Inc., an Idaho corporation, adopts the following Articles of Amendment for such corporation:

FIRST: The name of the corporation is: PRIME PERFORMANCE GROUP, INC.

SECOND: Article SIXTH of the Articles of Incorporation is hereby amended to read as follows:

The number of Directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be 2, and the name(s) and address(es) of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until its successors are elected and qualified is/are:

<u>NAME</u>	<u>ADDRESS</u>
Roy W. Shepherd II	2575 Thomas Hill Drive Coeur d'Alene, Idaho 83815
Cheryl A. Shepherd	2575 Thomas Hill Drive Coeur d'Alene, Idaho 83815

THIRD: This Amendment does not provide for any exchange, reclassification, or cancellation of issued shares.

FOURTH: The date of adoption of this amendment is July 17, 2000.

FIFTH: The Corporation has not yet issued shares, and this Amendment is adopted by the incorporator pursuant to Idaho Code § 30-1-1005

IDAHO SECRETARY OF STATE
07/19/2000 09:00
CK: none CT: 3934 BH: 334782
1 @ 30.00 = 30.00 AMEND PROF # 2

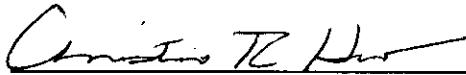
C132931

DATED this 17th day of July 2000.


RONALD P. RINGEL

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Christy R. Hunt, a Notary Public, do hereby certify that on this 17th day of July 2000 personally appeared before me, RONALD P. RINGEL, who, being by me first duly sworn, declared that he signed the foregoing document, and that the statements therein contained are true.


Notary Public in and for the State of Idaho
Residing at: HAYDEN, ID
My Commission Expires: 9-7-05