

State of Idaho

Department of State

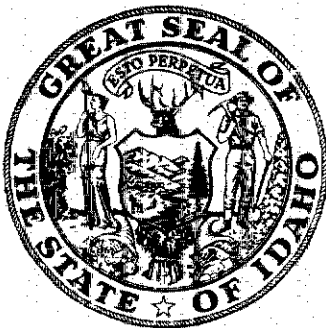
CERTIFICATE OF AMENDMENT OF

ENCODER PRODUCTS COMPANY
File Number C 49488

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 ENCODER PRODUCTS COMPANY 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: February 28, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *William J. Henshaw*

ARTICLES OF AMENDMENT

Pursuant to the provisions of the Idaho Business Corporation Act, the following Articles of Amendment to Articles of Incorporation are herewith submitted for filing.

1. The name of record of the corporation is: ENCODER PRODUCTS COMPANY

2. The amendments to the Articles of Incorporation as adopted are as follows:

ARTICLE I.

Article VI. is hereby replaced in its entirety as follows:

The total number of shares the corporation is authorized to issue is 100,000 shares, at no par value. Such shares shall be designated voting and nonvoting stock. Voting and nonvoting stock shall have identical rights with the exception of voting and nonvoting rights. The total authorized number of voting stock is 2,000 shares. The total authorized number of nonvoting stock is 98,000 shares. The stated capital of the corporation shall remain unchanged.

The existing form of stock certificate shall continue to be used by the corporation, however, all issuances of nonvoting stock shall clearly state on the face of the certificate that the shares are nonvoting stock. Any stock certificate without such designation shall be deemed voting stock.

To facilitate implementing this amendment the Shareholders have agreed to exchange their 249 shares of voting stock for 98,000 shares of nonvoting stock and 2,000 shares of voting stock.

ARTICLE II.

Article X is hereby amended to add the following paragraph:

This corporation reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law; and the rights and powers conferred herein on the shareholders and directors of this corporation are subject to this reserved power.

ARTICLE III.

Article XI is hereby added as follows:

Director Liability. A director shall have no liability to the corporation for monetary damages for conduct as a

director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

These Amendments were adopted on JAN. 31, 1995 by the Board of Directors and Shareholders in accordance with the provisions of Idaho Code Section 30-1-59. There were 249 issued and outstanding shares of stock entitled to vote on these Amendments. 249 shares voted for such Amendments.

DATED this 31 day of January, 1995.

William F. Watt
WILLIAM F. WATT, President

Fern M. Watt
FERN M. WATT, Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
COUNTY OF BONNER)

I, Larry L. Larmann, a notary public, do hereby certify that on this 31st day of January, 1995, personally appeared before me WILLIAM F. WATT and FERN M. WATT, who, being by me first duly sworn, declared that they are the President and Secretary respectively of ENCODER PRODUCTS COMPANY, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Larry L. Larmann
Notary Public in the for the State
of Idaho, residing at Sandpoint
My Commission expires: 6-8-2000