

SEP 8 4 28 PM '97

**FIRST ARTICLES OF AMENDMENT TO RESTATED ARTICLES OF
INCORPORATION OF EDMARK AUTO INC.** SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-59 of the Idaho Business Corporation Act, Edmark Auto Inc. (the "Corporation") adopted the following amendment to the Corporation's Restated Articles of Incorporation:

I. AMENDMENT TO ARTICLE 2.

RESOLVED, that Article 2 of the Restated Articles of Incorporation of Edmark Auto Inc. is deleted in its entirety and replaced by the following Article 2:

**ARTICLE 2
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of 1) transacting any and all lawful business permitted by the Idaho Business Corporation Act, and 2) transacting business, including issuing credit life and credit disability, under a limited agent's license issued by the Idaho Department of Insurance pursuant to Section 41-1045, Idaho Code.

FURTHER RESOLVED, the President and Secretary of Edmark Auto Inc. are instructed to take such action as necessary to consummate this resolution, including filing in the appropriate Corporate records and with the appropriate government authorities the First Articles of Amendment to Restated Articles of Incorporation.

II. VOTE ON AMENDMENT.

At the time of the adoption of the amendment, there were 274 Common Shares of the Corporation outstanding and entitled to vote thereon; all of said Common Shares voted for such amendment and the Directors of the Corporation consented to the amendment as evidenced by the Combined Unanimous Consent Minutes of the Annual Meeting of the Corporation and Directors of the Corporation executed effective September 1, 1997, pursuant to Sections 30-1-44 and 30-1-145, Idaho Code.

IDAHO SECRETARY OF STATE
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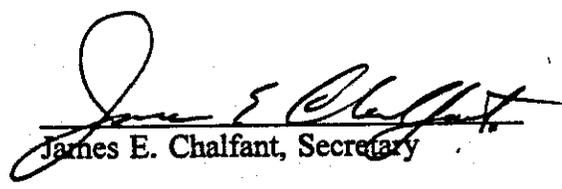
DATED: September 1, 1997.

EDMARK AUTO INC.

Dated: September 1, 1997

By: 
David Edmark II, President

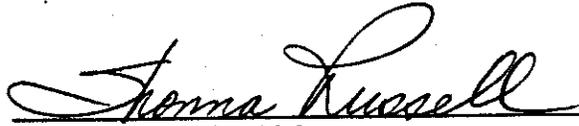
Dated: September 1, 1997

By: 
James E. Chalfant, Secretary

VERIFICATION

STATE OF IDAHO)
County of Ada) ss.

I, Shonna Russe II, a notary public in and for the State of Idaho, certify that on September 3, 1997, personally appeared before me James E. Chalfant, who being by me first duly sworn, declared that he is the Secretary of Edmark Auto Inc., that he signed the foregoing document as Secretary of Edmark-Auto Inc. and that the statements therein contained are true.


Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires 10/29/97