

OLIVER, RUSSELL & ASSOCIATES, INC.**Articles of Amendment**

Mar 27 4 17 PM '01

I, O. Russell Stoddard, being the President of Oliver, Russell & Associates, Inc. (the "**Company**") hereby certify as follows:

1. The name of the corporation is Oliver, Russell & Associates, Inc.
2. The following resolution amending and restating the Company's Articles of Incorporation was adopted in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Company in the form attached as **Exhibit A** hereto, which delete Articles 2 (Duration), 3 (Purpose), 5 (No Preemptive Rights), 6 (No Cumulative Voting), 7 (Amendment of Articles of Incorporation), 8 (Registered Office), 10 (Incorporator), 11 (Amendment of Bylaws) and 14 (Transactions with Interested Parties), amend Articles 4 (Capitalization), 9 (Board of Directors), and 13 (Indemnification), and renumber the Articles as appropriate, are hereby adopted and approved.


Exhibit A to the preceding resolution is attached to this certificate.

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The date of adoption of these amendments by the shareholders and directors was March 27, 2001.
5. The number of shares outstanding and entitled to vote on the adoption of this amendment was 9,000 shares of common stock. The number of shares voting for the amendment was 9,000 and the number of shares voting against the amendment was zero.

DATED THIS 27th day of March, 2001.

OLIVER, RUSSELL & ASSOCIATES, INC.,
an Idaho corporation

By:



O. Russell Stoddard

IDAHO SECRETARY OF STATE

03/28/2001 09:00
CK: 38113 CT: 7012 DN: 387533

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OLIVER, RUSSELL & ASSOCIATES, INC.

Amended and Restated Articles of Incorporation

ARTICLE I NAME OF CORPORATION

The name of the corporation is Oliver, Russell & Associates, Inc.

ARTICLE II CAPITALIZATION

The corporation is authorized to issue a total of Fifty Million (50,000,000) shares, consisting of Five Million (5,000,000) shares to be designated "Voting Common Stock" and Forty Five Million (45,000,000) shares to be designated "Nonvoting Common Stock." The shares of Voting Common Stock and Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

ARTICLE III BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings, and power and duties of the directors shall be prescribed in the bylaws, but the number of directors shall not be less than one (1), nor more than seven (7).

ARTICLE IV LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation.

IDAHO SECRETARY OF STATE
03/28/2001 09:00
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hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE V INDEMNIFICATION

The Corporation shall indemnify to the fullest extent not prohibited by law any current or former director or officer of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.