

State of Idaho

Department of State

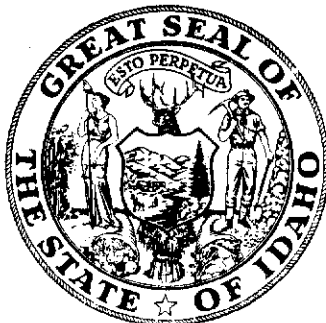
CERTIFICATE OF AMENDMENT OF

R.D. WATSON AND ASSOCIATES, P.A.
File Number C 78080

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 R.D. WATSON AND ASSOCIATES, P.A., changing the corporate name to WATSON LAW OFFICE, CHARTERED, duly executed 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: December 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Harold*

ORIGINAL

AMENDED ARTICLES OF INCORPORATION

WATSON LAW OFFICE, CHARTERED

DEC 24 6 51 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The herein referenced corporation, and upon written consent by all shareholders, and having waived any notice or special meeting requirements, I amend the Articles of Incorporation for R.D. Watson and Associates, P.A. to read as follows:

I.

The name of the corporation shall be amended to Watson Law Office, Chartered

II.

The purpose of the corporation is to engage in the practice of law and any lawful purpose or purposes as authorized under Idaho Code 30-1-4.

All articles of incorporation heretofore authorized are hereby amended to reflect to changes occasioned by these amended Articles of Incorporation and have been hereby unanimously approved by all share holders.

III.

The period of the corporation shall be perpetual.

IV.

The location and post office address of the registered of the corporation in the State of Idaho is 408 Sherman Avenue, Suite 202, Coeur d'Alene, Idaho 83814. The name of the registered agent at that address is Roland D. Watson.

V.

The total number of authorized shares of stock shall be one hundred (100). The stock shall have no par value.

VI.

The business of the Corporation shall be conducted by a Board of Directors made up of the shareholders of the corporation. The shareholders shall fill the general offices of the corporation between them. If a shareholder should retire, he or she may not continue as a director, officer or shareholder of the corporation.

IDAHO SECRETARY OF STATE
DATE 10/17/1996 0900 31593

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VII.

No shareholder may sell or transfer his shares in this corporation except to another individual who is eligible to become a shareholder, and upon majority vote of all shareholders of this corporation.

Any sale or transfer shall be made only after the transfer has been approved at a shareholders' meeting, specifically called for that purpose, by the majority vote of all outstanding shares, or members entitled to vote, therefore.

VIII.

In addition to the powers and authority granted to the directors in the Articles of Incorporation and in addition to the powers and authority expressly conferred upon them by statute, the Board of Directors of the corporation shall have additional powers and authority not inconsistent with the laws as may be set forth on the By-Laws adopted by this corporation.

IN WITNESS WHEREIN, I HAVE HERE INTO SET OUR HANDS AND SEALS THIS
18 DAY OF DECEMBER, 1996.


ROLAND D. WATSON
President

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Wendee R. Walt, a notary public, do hereby certify that on this 18 day of December, 1996, personally appeared before me Roland D. Watson who, being by me first duly sworn, declared that he is the President of WATSON LAW OFFICE, CHARTERED, that he signed the foregoing document as Director of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC FOR IDAHO
Residing at: Hayden Lake
Commission expires: 2001

18 DAY OF DECEMBER, 1996.


JOHN E. REDAL
Vice President

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Wendee R. Walt, a notary public, do hereby certify that on this 18 day of December, 1996, personally appeared before me John E. Redal who, being by me first duly sworn, declared that he is the Vice President of WATSON LAW OFFICE, CHARTERED, that he signed the foregoing document as Director of the corporation, and that the statements therein contained are true.


 NOTARY PUBLIC FOR IDAHO
 Residing at: Hayden Lake
 Commission expires: 2001