

FILED
98 MAR 11 AM 9:08
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SBI, INC.**

Pursuant to the provision of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

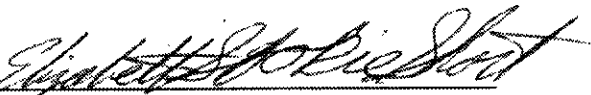
First: The name of the corporation is SBI, Inc.

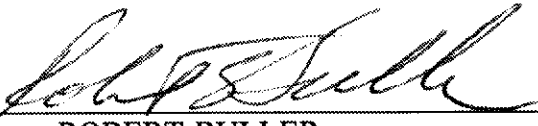
Second: The following amendments to the Articles of Incorporation were adopted by all of the shareholders of the corporation on March 6, 1998, in a manner prescribed by the Idaho Business Corporation Act:

1. That the name of the corporation be changed to **R. CONN, INC.**
2. That all corporate officers and directors be indemnified, held harmless and defended to the extent allowed by the applicable state corporation statutes for any of their actions undertaken on behalf of the corporation.

DATED this 9 day of March, 1998.

SBI, INC.

By 
ELIZABETH SOOKIE SHORT
President

By 
ROBERT BULLER
Secretary

IDAHO SECRETARY OF STATE

03/11/1998 09:00
CK: 6171 CT: 14107 BH: 89707

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STATE OF IDAHO)
County of Gooding) ss.
)

ELIZABETH SOOKIE SHORT, being first duly sworn upon oath, deposes and says as follows:

That she is the President of the above-entitled corporation, that she has read the above and foregoing Articles of Amendment to Articles of Incorporation and knows the contents thereof; and that the facts therein stated are true as she verily believes.


ELIZABETH SOOKIE SHORT
President

SUBSCRIBED and SWORN to before me this 9 day of March, 1998.


NOTARY PUBLIC FOR IDAHO
Residing at: Gooding
My Commission Expires: 7/27/99


STATE OF IDAHO)
County of Gooding) ss.
)

ROBERT BULLER, being first duly sworn upon oath, deposes and says as follows:

That he is the Secretary of the above-entitled corporation, that he has read the above and foregoing Articles of Amendment to Articles of Incorporation and knows the contents thereof; and that the facts therein stated are true as he verily believes.


ROBERT BULLER
Secretary

SUBSCRIBED and SWORN to before me this 9 day of March, 1998.


NOTARY PUBLIC FOR IDAHO
Residing at: Gooding
My Commission Expires: 7/27/99