

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

**WHITEMAN HOLDINGS, INC.**

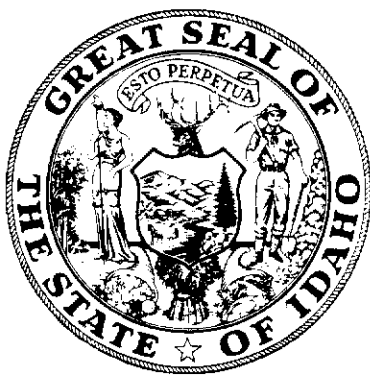
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**PERFORMANCE DESIGN, INC.**

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 June 20, 19 91



*Pete T. Cenarrusa*

SECRETARY OF STATE

*M. Richards*

Corporation Clerk

FRANK T. ELAM

ATTORNEY AND COUNSELOR AT LAW

203 E. LAKE ST., SUITE 9

P.O. BOX 40 McCALL, IDAHO 83638

PHONE (208) 634-2200 FAX (208) 634-2201

Jun 20 4 38 PM '91  
SECRETARY OF STATE

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
WHITEMAN HOLDINGS, INC.

Pursuant to the provisions of Sections 30-1-59 and 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 WHITEMAN HOLDINGS, INC.

SECOND: Effective on the 5th day of April, 1991, the sole shareholder of the corporation adopted and approved the following amendment to Article First of the Articles of Incorporation of Whiteman Holdings, Inc., as originally filed on the 23rd day of January, 1986, and previously amended on the 12th day of November, 1987 and on the 30th day of June, 1988. Article First of the Articles of Incorporation of the corporation, as previously amended, is hereby amended by deletion and substitution therefor of the following provision:

FIRST

The name of the corporation is PERFORMANCE DESIGN, INC."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 77; and the number of shares entitled to vote thereon was 77.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class:</u>	<u>Number of Shares:</u>
Common	77

FIFTH: The number of shares voted for such amendment was 77; and the number of shares voted against such amendment was 0.

DATED this 5th day of April, 1991.

WHITEMAN HOLDINGS, INC.

By: Ma E White

FRANK T. ELAM  
ATTORNEY AND COUNSELOR AT LAW  
203 E. LAKE ST., SUITE 9  
P.O. BOX 4P McCall, IDAHO 83638  
PHONE (208) 634-2200 FAX (208) 634-2201

Marvin E. Whiteman, Jr.  
President

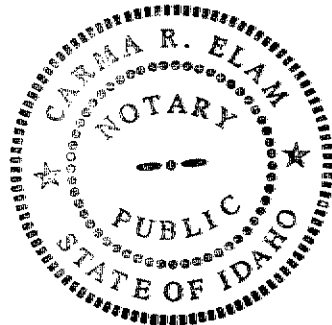
ATTEST:

By Frank T. Elam  
Frank T. Elam  
Secretary

STATE OF IDAHO, )  
(ss.  
County of Valley. )

I, Carma R. Elam, a Notary Public, do hereby certify that on this 5th day of April, 1991, personally appeared before me MARVIN E. WHITEMAN, JR., and FRANK T. ELAM, who being by me first duly sworn, declared that they are the President and Secretary, respectively, of WHITEMAN HOLDINGS, INC., that they signed the foregoing document as such officers of the corporation, and that the statements contained therein are true.

SUBSCRIBED AND SWORN to before me on this 5th day of April, 1991.



Carma R. Elam  
Carma R. Elam  
Notary Public for Idaho  
Residing at McCall, Idaho  
My Commission Expires 09/06/95

FRANK T. ELAM  
ATTORNEY AND COUNSELOR AT LAW  
203 E. LAKE ST., SUITE 9  
P.O. BOX AP McALL IDAHO 83638  
PHONE (208) 634-2200 FAX (208) 634-2201

Exhibit "A"

CONSENT IN LIEU OF SPECIAL MEETING OF DIRECTORS  
OF  
WHITEMAN HOLDINGS, INC.

THE UNDERSIGNED, being the sole Director of WHITEMAN HOLDINGS, INC., an Idaho corporation, does hereby consent to, adopt and approve in writing the following corporate action taken without a meeting in accordance with the provisions of the Business Corporation Act of the State of Idaho:

RESOLVED, that it is in the best interests of the corporation to change the name of the corporation to "PERFORMANCE DESIGN, INC., and that, conditioned upon shareholder approval, such name therefore shall be changed by amending Article First of the Articles of Incorporation of this corporation, as previously amended, to read as follows:

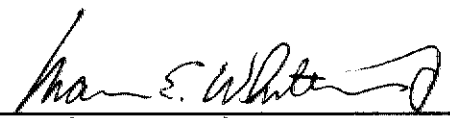
"FIRST

The name of the corporation is PERFORMANCE DESIGN, INC.

RESOLVED, that the officers of this corporation be and hereby are authorized and directed to submit the proposed name change to the corporation's sole shareholder for the purpose of considering, voting on and approving the change of the corporation's name.

RESOLVED that, conditioned upon shareholder approval of the corporate name change, the officers of the corporation be and each of them is hereby authorized to execute, deliver and file any and all documents and to take any and all lawful action as may be necessary or appropriate in order to effectuate the filing of Articles of Amendment to the Articles of Incorporation to change the corporations's name.

This Consent is effective this 5th day of April, 1991.

  
Marvin E. Whiteman, Jr.  
Sole Director

**CONSENT IN LIEU OF SPECIAL MEETING OF DIRECTORS  
OF  
WHITEMAN HOLDINGS, INC.**

THE UNDERSIGNED, being the sole Director of WHITEMAN HOLDINGS, INC., an Idaho corporation, does hereby consent to, adopt and approve in writing the following corporate action taken without a meeting in accordance with the provisions of the Business Corporation Act of the State of Idaho:

"FIRST"

RESOLVED, that the officers of this corporation be and hereby are authorized and directed to submit the proposed name change to the corporation's sole shareholder for the purpose of considering, voting on and approving the change of the corporation's name.

This Consent is effective this 5th day of April, 1991.

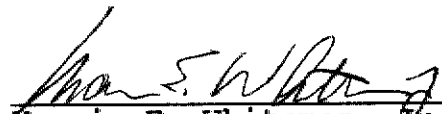
**FRANK T. ELAM**  
ATTORNEY AND COUNSELOR AT LAW  
203 E. LAKE ST., SUITE 9  
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1                   **CONSENT IN LIEU OF SPECIAL MEETING OF SOLE SHAREHOLDER**  
2                                   **OF**  
3                                   **WHITEMAN HOLDINGS, INC.**

4           **THE UNDERSIGNED, being the sole Shareholder of WHITEMAN**  
5 **HOLDINGS, INC., an Idaho corporation, does hereby consent to,**  
6 **adopt and approve in writing the following corporate action**  
7 **taken without a meeting in accordance with the provisions of the**  
8 **Business Corporation Act of the State of Idaho:**

9                   **RESOLVED, that the change in the corporation's**  
10 **name in accordance with the resolution of the**  
11 **corporation's Board of Directors adopted on**  
12 **the 5th day of April, 1991, (a copy of which**  
13 **is attached hereto as Exhibit "A") be and is**  
14 **hereby ratified, confirmed and approved by the**  
15 **affirmative vote of all 77 issued and out-**  
16 **standing shares of Common Stock of the**  
17 **corporation.**

18                   **This Consent is effective this 5th day of April, 1991.**

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\_\_\_\_\_  
Marvin E. Whiteman, Jr.  
Sole Shareholder.