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OCT 6 4 32 PM '98

**RESTATED ARTICLES OF INCORPORATION  
FOR  
O'NEILL ENTERPRISES, INC.**

These Restated Articles of Incorporation for O'Neill Enterprises, Inc. ("Articles") are made effective as of the 1 day of July, 1998, and amend and fully restate in their entirety the Articles of Incorporation of O'Neill Enterprises, Inc., an Idaho corporation, originally filed with the Idaho Secretary of State on December 29, 1989.

1. **Name.** The name of the corporation is O'Neill Enterprises, Inc. (the "Corporation").
2. **Purpose.** The purpose of the Corporation is to transact any and all lawful business.
3. **Registered Agent and Office.** The location and physical address of the registered office of the Corporation and its registered agent are as follows:

Registered office: 277 N. 6th Street, Suite 200  
Boise, ID 83702

Registered agent: L. Edward Miller

4. **Authorized Shares.** The aggregate number of shares which the Corporation is authorized to issue is ten million one hundred thousand (10,100,000) shares, of which one hundred thousand (100,000) shares shall be designated voting common shares with a par value of one dollar (\$1) and ten million (10,000,000) shares shall be designated non-voting common shares with no par value per share. Each share of voting common stock shall have the same rights, privileges and voting power, and each share of non-voting common stock shall have the same rights and privileges of the voting common stock shares, except that shares of the non-voting common stock shall not be entitled to vote.

5. **No Preemptive Rights.** Shareholders of the Corporation shall have no preemptive or preferential rights of subscription to any shares of the Corporation, whether now or hereafter authorized, and to any obligations of the Corporation convertible into shares.

6. **Variable-Size Board of Directors.** The authorized number of directors may range from one (1) to five (5), and may be fixed or changed from time to time, within the minimum and maximum, by the resolutions of shareholders entitled to vote.

7. **Effective Date.** These Articles are adopted effective as of the 1 day of July, 1998.

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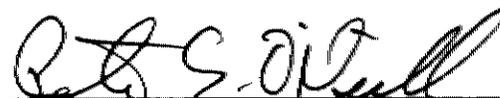
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8. **Shareholder Approval of the Amendment.** These Articles were unanimously adopted by one hundred percent (100%) of the Corporation's outstanding shares entitled to vote.

The undersigned has executed these Articles of Amendment effective as of the date set forth above.

O'NEILL ENTERPRISES, INC., an Idaho corporation

By:



Peter S. O'Neill, President