

FILED EFFECTIVE

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
QUEEN BEE AIR SPECIALTIES, INC.**

2003 DEC 18 AM 8:49

SECTION I

SECRETARY OF STATE
STATE OF IDAHO

The name of the corporation is Queen Bee Air Specialties, Inc.

SECTION II

The undersigned, constituting all of the directors and share holders of Queen Bee Air Specialties, Inc., pursuant to Idaho Code §30-1-1006 do hereby certify as follows:

Queen Bee Air Specialties, Inc., by and through its shareholders and directors pursuant to resolution of the Board of Directors, and with unanimous approval by the share holders, amends Article IV and V of the Articles of Incorporation of Queen Bee Air Specialties, Inc., previously filed on or about April 3, 1978 as follows:

AMENDED ARTICLE IV

The location and post office address of the corporation shall be 136 N. Yellowstone, Rigby, Idaho 83442, but meeting of the Board of Directors and any executive committee thereof may be held at such registered office or at such other place within or without this State, for the transaction of any business of the corporation as the Directors, by resolution, or bylaw, might provide.

AMENDED ARTICLE V

The maximum number of shares of stock which the corporation shall have authority to issue at any one time shall be 50,000 shares of common stock, having a par value of \$1.00 per share, for a total capitalization of \$50,000.00. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable.

SECTION III

The Directors of said corporation met at a special meeting in Idaho Falls, Idaho, on December, 4, 2003 at which meeting the directors, by unanimous vote, duly made, passed and adopted that resolution attached hereto as **Exhibit "1"**.

SECTION IV

The resolution was then voted upon by the shareholders at the same meeting, approved by unanimous vote of all outstanding shares entitled to vote, one thousand and 100 shares voting for and none voting against said resolution, all of the share holders being present.

IDAHO SECRETARY OF STATE
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The total number of shares issued and outstanding all of which are voting shares and entitled to vote, was one thousand (1000) shares.

SECTION V

By the adoption of the aforesaid resolution, the corporation's Articles of Incorporation are amended as indicated.

Executed by the undersigned this 16th day of December, 2003.

Charles A. Kemper, Jr.
Charles A. Kemper, Jr., President and share holder

D. Gail Kemper
D. Gail Kemper, Secretary/Treasurer and shareholder

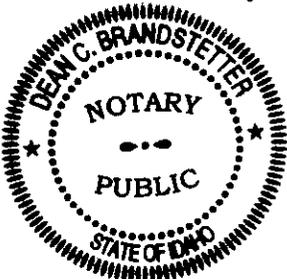
Charles A. Kemper
Charles A. Kemper, CEO and shareholder

I, D. Gail Kemper, Secretary of the above Corporation do certify to the Secretary of the State of Idaho that the above and foregoing is true and correct and that the Articles of Amendment were adopted by the directors of the Corporation and approved by unanimous vote of all outstanding shares of stock on December 16th, 2003, in the manner prescribed by the laws of the State of Idaho.

D. Gail Kemper
D. Gail Kemper, Secretary

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 16th day of December, 2003, before me the undersigned Notary Public in and for the State personally appeared Charles A. Kemper, Jr., Charles A. Kemper and D. Gail Kemper known or proved to me to be the persons whose name are subscribed to the within and foregoing instrument and acknowledged to me that they had executed the same and that the Corporation had executed the same. In witness whereof, I hereunto set my hand and affix my official seal the day and year in this certificate first above written.



[Signature]
NOTARY PUBLIC STATE OF IDAHO
Residing at: 123 Ave
My commission expires: 5/8/2004

RESOLUTION

WHEREAS the Board of Directors of Queen Bee Air Specialties, Inc., desire to amend the Articles of Incorporation to more accurately and fairly reflect the location and address of the corporation.

AND WHEREAS, it is the desire of the Board of Directors to increase the total number of authorized shares of the Capital Stock of the Corporation to be issued by the Corporation.

NOW, THEREFORE, the Board of Directors does hereby resolve that the following proposed amendments to the Articles of Incorporation be submitted to a vote at a special meeting of the share holders, which meeting shall take place on December, 4, 2003 at 5:30 o'clock am/pm:

PROPOSED AMENDMENTS

The Articles of Incorporation of Queen Bee Air Specialties Inc., shall be amended as follows:

AMENDED ARTICLE IV

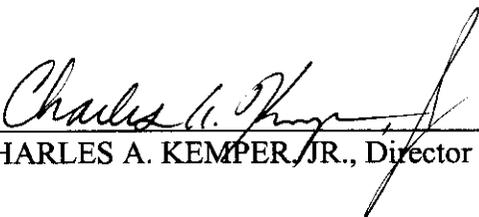
The location and post office address of the corporation shall be 136 N. Yellowstone, Rigby, Idaho 83442, but meeting of the Board of Directors and any executive committee thereof may be held at such registered office or at such other place within or without this State, for the transaction of any business of the corporation as the Directors, by resolution, or bylaw, might provide.

AMENDED ARTICLE V

The maximum number of shares of stock which the corporation shall have authority to issue at any one time shall be 50,000 shares of common stock, having a par value of \$1.00 per share, for a total capitalization of \$50,000.00. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable.

Resolved, this 16th day of December, 2003.


CHARLES A. KEMPER, Director


CHARLES A. KEMPER, JR., Director


D. GAIL KEMPER, Director