

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
STERLING DEVELOPMENT CORPORATION

99 MAR 25 AM 8:45
STATE OF IDAHO

Pursuant to the provisions 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 **STERLING DEVELOPMENT CORPORATION**.

SECOND: The following Amendments to the Articles of Incorporation were adopted by the Shareholders of the Corporation on December 3, 1997, in the manner prescribed by the Idaho Business Corporation Act:

(1) Article II is hereby amended to add the following thereto:

"(h) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act."

(2) Article IV is hereby amended as follows:

"All Shareholders are entitled to cumulate their votes for Directors."

(3) Article VI is hereby amended as follows:

"The Corporate powers of the Corporation shall be vested in the Board of Directors. The By-Laws of the Corporation may be amended by a simple majority of the Board of Directors."

(3) Article X is hereby added as follows:

"The Corporation elects to have preemptive rights."

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 30,000; and the number of shares entitled to vote thereon was 30,000.

FOURTH: The number of shares voted for such amendment was 30,000; and the number of shares voted against it was -0-.

IDAHO SECRETARY OF STATE

03/25/1999 09:00
10 30.00 = 30.00 AMEND PROF 2

DATED this 3rd day of December, 1997.

C102960

STERLING DEVELOPMENT CORPORATION

By:

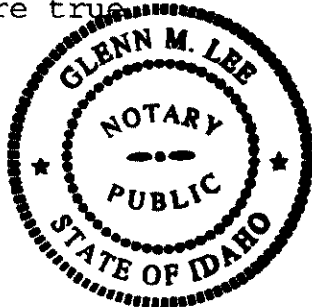
J. MICHAEL HANIGAN
President

ATTEST:

DAVID G. SMITH
Secretary-Treasurer

STATE OF IDAHO)
: ss.
County of Payette)

I, the undersigned, a notary public, do hereby certify that on this 3rd day of December, 1997, personally appeared before me J. MICHAEL HANIGAN President, and DAVID G. SMITH, Secretary-Treasurer, who, being by me first duly sworn, declared that they are the said Officers of **STERLING DEVELOPMENT CORPORATION**, that they signed the foregoing document as such Officers of the said Corporation, and that the statements therein contained are true.



Glenn M. Lee
Notary Public for Idaho
Residing at: Fruitland
My Commission Expires: 12-12-99

APPROVED:

SHAREHOLDERS:

J. MICHAEL HANIGAN

JOSEPH P. WOZNIAK

DAVID G. SMITH