

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

TMCO, INC.
File Number C 41535

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 TMCO, INC. duly executed 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: April 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

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

SECRETARY OF STATE
DATE 04/24/1997
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ID# 67839 CUST# 20168
AMEND PROJ. 18 30.00= 30.00
17 PM '97

Pursuant to the provisions of Section 30-1-59 and 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Amended and Restated Articles of Incorporation of TMCO, Inc. ("Existing Articles").

FIRST: The name of the corporation is TMCO, INC.

SECOND: On the 24th day of April 1997, the directors and shareholders of the corporation adopted a plan of recapitalization, pursuant to which each of the corporation's 2,500 authorized shares of common stock (\$100 par value) would be reclassified as ten (10) shares of Class A voting common stock and ninety (90) shares of Class B non-voting common stock. Pursuant to such reorganization plan, the corporation's directors and shareholders adopted the following resolution:

Article Fourth of the Existing Articles is hereby deleted in its entirety and a new Article Fourth is hereby adopted and substituted as follows:

"FOURTH

The aggregate number of shares of capital stock which the corporation shall have authority to issue is 250,000 shares of common stock, which shall be divided into two classes. The corporation's Class A common stock shall consist of 25,000 shares of voting common stock (without par value); and the corporation's Class B common stock shall consist of 225,000 shares of non-voting common stock (without par value). The holders of Class A common stock shall, to the exclusion of the holders of the Class B common stock, have full voting power for all purposes. The holders of Class B common stock shall have no voting power for any purpose. Except as to voting rights, the Class A and Class B common stock of the corporation shall in all other respects be identical and shall entitle the holders thereof to identical rights, privileges and powers, including (without limitation) identical rights to distribution and liquidation proceeds. Without limiting the foregoing statement, holders of Class A and Class B common stock shall be entitled to share pro rata in any dividend declared or

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distribution paid in cash or other property on the corporation's common stock and shall be entitled to equal pro rata rights and preferences in liquidation proceeds."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 331; and the number of shares entitled to vote thereon was 331.

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	331

FIFTH: The number of shares voted for such amendment was 331; and the number of shares voted against such amendment was 0.

SIXTH: The aggregate stated capital of the corporation shall remain unchanged as a result of the reclassification of the corporation's common stock.

DATED this 27th day of April 1997.

By Thomas W. Malson
Thomas W. Malson, President

ATTEST:

By Thomas M. Malson
Thomas M. Malson, Secretary