

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation organized under the laws of the State of IDAHO submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the corporation is EMPIRE POWER COMPANY
2. The street or RFD address of its present registered office is 1290 Addison Avenue East,
Twin Falls, Idaho 83301
3. The street or RFD address to which its registered office is to be changed is 1766 Addison Avenue
East, Twin Falls, Idaho 83301
4. The name of its old registered agent is Frederick F. Plankey
5. The name of its new registered agent is Robert Jones
6. The address of the registered office and the business address of the registered agent are identical.
7. The foregoing change was authorized by resolution of the board of directors.

Dated September 14, 19 84

EMPIRE POWER COMPANY

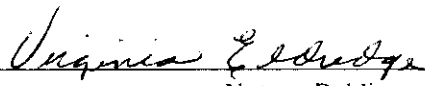
By 

Its _____ President

STATE OF IDAHO)
) ss:
COUNTY OF Twin Falls)

I, Virginia Ledwith, a notary public, do hereby certify that on this
14th day of September, 19 84, personally appeared
before me Robert Jones, who being by me first duly sworn,
declared that he is the President of Empire Power Company

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.


Notary Public