

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PRO-TEAM, INC.

Pursuant to the provisions of Section 30-1-1003 and 30-1-1006 of the Idaho Business Corporation Act (the "Act"), Pro-Team, Inc., an Idaho corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is **PRO-TEAM, INC.**

SECOND: At a special meeting held on December 22, 1998, the shareholders of the Corporation adopted and approved the following amendment to the Articles of Incorporation of the Corporation, pursuant to which the existing Article Fourth is deleted in its entirety and a new Article Fourth is added to the original articles of Incorporation of the Corporation, as filed August 27, 1987, as amended:

FOURTH

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock with a par value of \$0.16667.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 836,520; and the number of common shares entitled to vote thereon was 836,520.

IDAHO SECRETARY OF STATE

12/22/1998 09:00
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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	836,520

FIFTH: The number of shares voted for such amendment was 834,020
And the number of shares voted against such amendment was 2,500.

DATED this 22 day of December, 1998.

PRO-TEAM, INC.

By: _____

Larry R. Shideler, President