

State of Idaho

Department of State

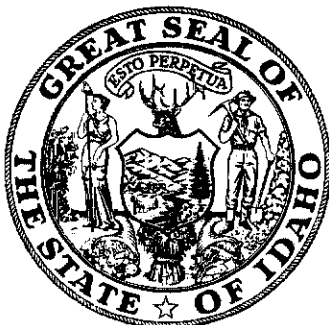
CERTIFICATE OF AMENDMENT OF

GREAT NORTHWEST HOLDING COMPANY, INC.
File Number C 96017

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 GREAT NORTHWEST HOLDING COMPANY, 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: August 13, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shelby J. Clark*

**ARTICLES OF FOURTH AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

GREAT NORTHWEST HOLDING COMPANY, INC.

IDAHO SECRETARY OF STATE
DATE 08/13/1996 0900 18117
Aug 13 2032Z
CK #: 32711
AMEND PROOF
30.00 = 30.00
4 33 PM '96
SECRETARY OF STATE
IDAHO
#:
10

The following amendment to the Articles of Incorporation of Great Northwest Holding Company, Inc., an Idaho corporation ("Corporation"), was duly adopted by the Directors and Preferred Shareholders of the Corporation pursuant to unanimous consent in accordance with Idaho Code Sections 30-1-44 and 30-1-145, respectively. The original Articles of Incorporation were filed in the office of the Idaho Secretary of State on August 7, 1991, and subsequently amended on November 27, 1992, August 31, 1995, and June 28, 1996.

Pursuant to Idaho Code Section 30-1-61, the undersigned President and Secretary of the Corporation certify:

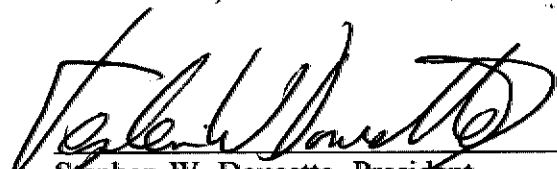
1. Name. The name of the corporation is Great Northwest Holding Company, Inc.
2. Amendment. The amendment adopted is to delete paragraph 1. under Article FOURTH of the Articles of Incorporation in its entirety and substitute the following therefor:

"1. The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is Twenty-Two Million (22,000,000) shares, divided into two classes, of which Fifteen Million (15,000,000) shares shall be designated common stock, with par value of \$0.01 per share ("Common Stock"), and of which Seven Million (7,000,000) shares shall be designated Series A convertible preferred stock, with par value of \$1.00 per share ("Series A Preferred Stock") (and referred to collectively as the "Capital Stock")."
3. Date. The amendment was adopted by the Preferred Shareholders effective June 28, 1996.
4. Shares. At the time of adoption of the amendment, there were 745,577 Common Shares of the Corporation outstanding but not entitled to vote; and there were 5,000,000 shares of Series A 10% Convertible Preferred Stock ("Preferred Shares") of the Corporation outstanding and entitled to vote. All Preferred Shares voted for the amendment and the Directors of the Corporation consented to the amendment as evidenced by the Unanimous Consent of the

Preferred Shareholders and Directors of the Corporation executed effective June 28, 1996, pursuant to Sections 30-1-44 and 30-1-145, Idaho Code.


GREAT NORTHWEST HOLDING
COMPANY, INC.

Dated: July 31, 1996



Stephen W. Doucette, President

Dated: July 31, 1996.



David H. Leroy, Secretary