

## FILED

APR 8 3 10 PM '98

## ARTICLES OF AMENDMENT

To the Secretary of State of the State of Idaho  
STATE OF IDAHO

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its Articles of Incorporation as follows:

1. The name of the corporation is: TPC Holdings, Inc.
2. The text of each amendment is as follows:

ARTICLE IV.2(g)(2) is hereby amended in its entirety to read as follows:

(2) Automatic Conversion. On the later of (A) April 1, 2003 and (B) the date on which the acquisition debt owed by the Corporation's Employee Stock Ownership Trust ("ESOT") on the principal amount borrowed for the acquisition of the Class B Common Stock has been paid in full, all outstanding shares of Class B Common Stock automatically shall be converted into shares of Class A Common Stock at the Conversion Rate then in effect.

ARTICLE IV.2(g)(8)(H)(i) is hereby amended in its entirety to read as follows:

(i) up to 900,000 shares of Class A Common Stock issued or issuable to officers, directors, employees or consultants of the Corporation pursuant to stock grant, stock purchase and/or stock option plans or any other stock incentive program, arrangement or agreement approved by the Board of Directors;

3. The date of adoption of the amendment(s) was: March 31, 1998.

4. Manner of adoption (check one):

The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.

The number of shares outstanding and entitled to vote was: 20,926,456

The number of shares cast for and against each amendment was:

<u>Amended Article</u>	<u>Shares for</u>	<u>Shares against</u>
IV.2(g)(2)	20,926,456	0
IV.2(g)(8)(H)(i)	20,926,456	0

Dated: 4/7/98Signed by: O.J. Lynd, Jr.Its: Chairman  
(capacity of signer)

IDAHO SECRETARY OF STATE

04/08/1998 09:00  
CX: 72757 CT: 20168 BH: 992761 # 50.00 = 50.00 AMEND PK1F  
1 # 20.00 = 20.00 EXPEDITE C

309169.1

C 122117