

State of Idaho

Department of State

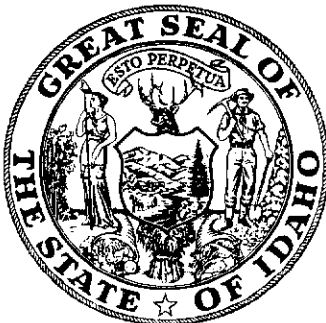
CERTIFICATE OF AMENDMENT OF

GLEN E. WALKER, INC.
File Number C 113281

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 GLEN E. WALKER, INC., changing the corporate name to GLEN E. WALKER, P.A., 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: March 4, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Harold*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLEN E. WALKER, P.A.**

Mar 4 2 31 PM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

The present name of this Corporation is **GLEN E. WALKER, INC.**

ARTICLE II

The new name of the Corporation shall be **GLEN E. WALKER, P.A.**, and its existence shall be perpetual.

ARTICLE III

The purpose of this Corporation is to render to the public professional services as an attorney at law through its officers, employees and agents who are duly licensed or otherwise legally authorized to render professional services as Attorney's at Law.

ARTICLE IV

This Corporation shall have all of the powers granted or allowed under Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this Corporation is organized.

ARTICLE V

This Corporation shall have authority to issue 1,000 shares of Common Stock, no par value. The authorized and treasury stock of this Corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shares shall not be held by any persons other than duly licensed Attorney's at Law.

ARTICLES OF INCORPORATION - 1.

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ARTICLE VI

This Corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho Law.

ARTICLE VII

The shareholders of GLEN E. WALKER, P.A. shall have preemptive rights to acquire shares of GLEN E. WALKER, P.A. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

ARTICLE VIII

The registered agent of this Corporation shall be PAUL W. DAUGHARTY and the mailing address of said registered agent is 424 Sherman Avenue, #208, Coeur d'Alene, ID 83814.

ARTICLE IX

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. The first Director of this Corporation shall be ONE (1) in number and his address is as follows:

<u>Name</u>	<u>Address</u>
GLEN E. WALKER	424 SHERMAN AVENUE, #208 COEUR D'ALENE, ID 83814

3. The term of the Director shall be until the first annual meeting of the shareholders of this Corporation or until their successor(s) is (are) elected and qualified.

ARTICLE X

The name and address of the incorporator is as follows:

GLEN E. WALKER
424 SHERMAN AVENUE, #208
COEUR D'ALENE, ID 83814

ARTICLE XI

These Amended and Restated Articles of Incorporation were adopted by the sole Director of the corporation, in the manner prescribed by the law of the State of Idaho, and the Articles of Incorporation.

ARTICLE XII

The number of shares of the corporation outstanding at the time of such adoption were none.

ARTICLE XIII

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent or interest of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Amended and Restated Articles of Incorporation this 22nd day of February, 1996.

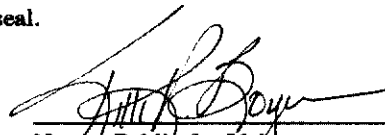


GLEN E. WALKER

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 22nd day of February, 1996, before me, the undersigned Notary Public in and for said state, personally appeared GLEN E. WALKER, who being by me first duly sworn on oath, declared or identified to me to be the President of the corporation that executed this instrument or the person who was authorized to execute the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

WITNESS my hand and official seal.



Notary Public for Idaho

Residing at:

Commission Expires:

Post Falls, Id
2/24/2000