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State of Idaho

Department of State

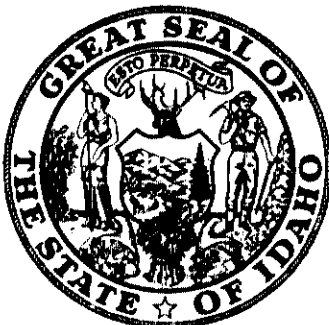
CERTIFICATE OF AMENDMENT OF

PROCESS TECHNOLOGIES INCORPORATED

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 PROCESS TECHNOLOGIES INCORPORATED duly signed and verified 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.

June 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry I. Clark*

ARTICLES OF AMENDMENT

of

PROCESS TECHNOLOGIES INCORPORATED

(under Section 30-1-61 of the
Idaho Business Corporation Act)

JUN 15 3 14 PM '93
SECRETARY OF STATE

Pursuant to Idaho Code Section 30-1-59, these Articles of Amendment have been approved by the holders of the outstanding shares of Common Stock of the Corporation at the 1993 Annual Meeting of the shareholders of the Corporation entitled to vote thereon:

1. The name of the Corporation is Process Technologies Incorporated.
2. Article V of the Corporation's Articles of Incorporation is hereby amended to read as follows:

ARTICLE V

A. Classes, Number and Reclassification of Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 12,000,000 shares, none of which shall be subject to assessment. The classes and the aggregate number of shares of stock of each class which the Corporation shall have authority to issue are as follows:

1. 9,000,000 shares of Common Stock, \$0.001 par value (hereinafter the "Common Stock").
2. 3,000,000 shares of Class A Common Stock, \$0.001 par value (hereinafter the "Class A Common Stock").
3. Upon the filing of the Articles of Amendment pursuant to which this Article V was adopted, each issued share of Common Stock, one cent (\$0.01) par value, of the Corporation, shall, without any action on the part of the holder thereof, be reclassified as and changed into one share of Common Stock. Upon the filing of the Articles of Amendment and the declaration by the Corporation's board of directors of a stock dividend of nine (9) shares of Common Stock for

each share of Common Stock outstanding, each share of Common Stock held by Theodore S. Weigold after such dividend shall, without any action on the part of the holder thereof, be reclassified and changed into one (1) share of Class A Common Stock. Following such reclassifications, new certificates representing the Common Stock and the Class A Common Stock shall be issued. The aggregate amount of capital represented by such reclassified shares of outstanding Common Stock and Class A Common Stock shall be the same as the aggregate amount of capital represented by the shares of said Common Stock, one cent (\$0.01) par value, so reclassified.

B. Powers and Rights of the Common Stock and the Class A Common Stock.

1. Voting Rights and Powers. With respect to all matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent (except for those matters described in the last sentence of this subparagraph B.1. of this Article V), the holders of the outstanding shares of Common Stock and the holders of any outstanding shares of Class A Common Stock shall vote together without regard to class, and every holder of the outstanding shares of Common Stock shall be entitled to cast with respect thereto one (1) vote in person or by proxy for each share of Common Stock standing in his name and every holder of any outstanding shares of the Class A Common Stock shall be entitled to cast with respect thereto five (5) votes in person or by proxy for each share of the Class A Common Stock standing in his name. At any election of directors, shareholders entitled to cast votes with respect to any directorship position shall not be entitled to cumulate such votes with votes entitled to be cast for, or otherwise distribute such votes to, any candidate seeking to be elected to any other directorship position. The affirmative vote of the holders of a majority of the outstanding shares of Common Stock and of Class A Common Stock, each voting separately as a class, shall be required to authorize additional shares of Class A Common Stock or to adopt any other amendment hereof that alters or changes the designation or powers or the preferences, qualifications, limitations, restrictions or the relative or special rights of either the Common Stock or the Class A Common Stock so as to affect holders of shares of such class adversely.

2. No Preemptive Rights. No holder of any class of stock of the Corporation shall have any preemptive or preferential right of subscription to or otherwise be entitled to acquire any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligation convertible or exchangeable into stock of the Corporation, or any right, option or warrant of subscription to any of the foregoing, other than such, if any, as may be specifically authorized by the Board of Directors.

3. Dividends and Distributions.

(a) Cash Dividends. No cash dividend may be paid with respect to shares of Common Stock unless an equal cash dividend, on a per share basis, is paid with respect to shares of Class A Common Stock and vice versa.

(b) Other Dividends and Distributions. Each share of Common Stock and each share of Class A Common Stock shall also be equal in respect of rights to non-cash dividends and distributions, when and as declared, in the form of stock or other property of the Corporation, except that, in the case of dividends or other distributions payable in stock of the Corporation, including distributions pursuant to stock split-ups or divisions, which occur after the date of the reclassifications contemplated by these Articles of Amendment, only shares of Common Stock shall be distributed with respect to Common Stock and only shares of Class A Common Stock shall be distributed with respect to Class A Common Stock.

4. Other Rights. Except as otherwise required by the Idaho Business Corporation Act or as otherwise provided in these Articles of Incorporation, each share of Common Stock and each share of Class A Common Stock shall have identical powers, preferences and rights, including rights in liquidation.

5. Subsequent Issuance of Class A Common Stock. Following the reclassification of Class A Common Stock pursuant to subparagraph A.3. of this Article V,

(a) at any time any shares of Class A Common Stock are outstanding, the Board of Directors may not issue additional shares of

Common Stock by way of a stock dividend on, split-up of or other distribution with respect to the outstanding shares of Common Stock unless such distribution is in conjunction with and in the same ratio as a stock dividend on, split-up of or other distribution with respect to the outstanding shares of Class A Common Stock; and

(b) at any time any shares of Common Stock are outstanding, the Board of Directors may not issue additional shares of Class A Common Stock unless such issuance is to the then holders of the outstanding shares of Class A Common Stock and, if such issuance is by way of a stock dividend on, split-up of or other distribution with respect to the outstanding shares of Class A Common Stock, unless such distribution is in conjunction with and in the same ratio as a stock dividend on, a split-up of or other distribution with respect to the outstanding shares of Common Stock.

6. Conversion of the Class A Common Stock. Each share of Class A Common Stock may at any time be converted at the election of the holder thereof into one share of Common Stock. Any holder of shares of Class A Common Stock may elect to convert any or all of such shares at one time or at various times in such holder's discretion. The Corporation shall at all times reserve and keep available, solely for the purpose of issuance upon conversion of outstanding shares of Class A Common Stock, such number of shares of Common Stock as may be issuable upon the conversion of all such outstanding shares of Class A Common Stock. All shares of Common Stock which may be issued upon the conversion of shares of Class A Common Stock will, upon issue, be fully paid and nonassessable.

7. Restrictions on Transfer of Class A Common Stock. No person holding any share of Class A Common Stock may transfer such share or any interest therein, whether by sale, assignment, gift, bequest, appointment or otherwise except to one or more of the following persons:

(i) A holder of Class A Common Stock (a "Holder"), who is a natural person, the spouse of such Holder, any lineal descendant of a grandparent of such Holder, or any spouse of such lineal descendant (collectively, "Family Members");

(ii) The trustee of a trust solely for the benefit of a Holder or such Holders' Family Members;

(iii) A corporation if all of the outstanding capital stock of such corporation is beneficially owned by, or a partnership if all of the partners are and all of the partnership interests are beneficially owned by, the Holder and his permitted transferees; and

(iv) The executor, administrator or personal representative of the estate of such Holder or the guardian or conservator of such Holder adjudged disabled by a court of competent jurisdiction, acting in his capacity as such.


3. The date of the adoption of the foregoing amendment was April 5, 1993.

4. On the date of the adoption of such amendment, there were 476,581 shares of Common Stock outstanding and entitled to vote thereon.

5. The holders of 421,439 shares of Common Stock of the Corporation entitled to vote thereon voted for such amendment and the holders of 55,142 such shares of Common Stock voted against such amendment.


IN WITNESS WHEREOF, Process Technologies Incorporated has caused these Articles of Amendment to be executed by Theodore S. Weigold, its President, and Robert L. Pasciak, its Secretary, and to be verified by Robert L. Pasciak, its Secretary, and its corporate seal to be affixed hereto this 7th day of June, 1993.

VERIFIED:


Robert L. Pasciak
Secretary

[Corporate Seal]

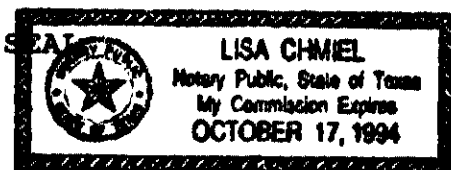
PROCESS TECHNOLOGIES
INCORPORATED

By 
Theodore S. Weigold
President

By 
Robert L. Pasciak
Secretary

State of Texas)
County of Montgomery) ss.

The undersigned, a Notary Public, does hereby certify that on this 3rd day of June, 1993, personally appeared before me Robert L. Pasciak, who, being by me first duly sworn, declared that he is the Secretary of Process Technologies Incorporated, that he signed the foregoing document as Secretary of the Corporation and that the statements therein contained are true.



Lisa Chmiel
My commission expires on
October 17, 1994

State of Idaho)
County of Ada) ss.

The undersigned, a Notary Public, does hereby certify that on this 7th day of June, 1993, personally appeared before me Theodore S. Weigold, who, being by me first duly sworn, declared that he is the President of Process Technologies Incorporated, that he signed the foregoing document as President of the Corporation and that the statements therein contained are true.

SEAL

Phylla Alexander
My commission expires on
11-4, 1994
Boise, ID