

State of Idaho

Department of State

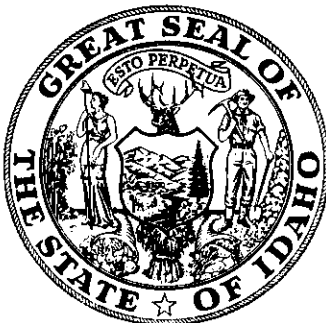
CERTIFICATE OF AMENDMENT OF

BABBITT, INC.
File Number C 69831

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 BABBITT, INC., changing the corporate name to BEI, 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: July 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

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SECRETARY OF STATE
STATE OF IDAHO

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BABBITT, INC.

IDAHO SECRETARY OF STATE

7/17/95 9:00:00 AM
Customer # 48029
IVC960003023 16384

CORPORATION PROFIT AGREEMENT

1 @ 30.00 = 30.00

These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation (the "Original Articles") of BABBITT, INC. (to be renamed BEI, INC.) (the "Corporation") filed in the office of the Secretary of State of the State of Idaho on May 11, 1982. The Corporation is in good standing, having paid all fees and filed all reports as required by the Act and the predecessor statutes governing nonprofit corporations. All Articles are amended by these Amended and Restated Articles of Incorporation.

To the extent these Amended and Restated Articles amend the Original Articles, the amendments have been duly adopted by the membership pursuant to Idaho Code §§ 30-1-64 and 30-1-62, and they are executed, in duplicate, the President and Secretary of the Corporation, whose verifications, made pursuant to Idaho Code § 30-1-61, are annexed hereto.

To the extent these Amended and Restated Articles constitute a reincorporation of the Corporation, the undersigned Directors, who constitute all of the members of the current Board of Directors of the Corporation, may be considered reincorporators.

Babbitt, Inc., is hereby reorganized pursuant to and subject to Idaho Code §§ 30-1-1, *et seq.*

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I.

The name of the Corporation is BEI, INC.

ARTICLE II.

The period of duration of the Corporation is perpetual.

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ARTICLE III. PURPOSES AND POWERS

SECRETARY OF STATE
STATE OF IDAHO

Section 1. The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in Idaho Code §§ 30-1-4 to 30-1-6, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 1000 shares. The par value of each share is \$1.00.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first

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offer such issue of stock or obligations to the shareholders of
the Corporation.
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ARTICLE VI. REGISTERED OFFICE


The address of the initial registered office of the Corporation is 2315 Claremont, Boise, Idaho 83702, and the name of its initial registered agent is Gary D. Babbitt.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the Board of Directors is one (1), and the name and address of the person who is to serve as Director until the next annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Gary D. Babbitt	2315 Claremont Boise, Idaho 83702

DATED this 14th day of July, 1995



Gary D. Babbitt

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SECRETARY OF STATE
STATE OF IDAHO

SPECIAL MEETING OF SHAREHOLDERS
OF BABBITT, INC.

Upon notice timely given, receipt of which is hereby acknowledged by the undersigned, the Shareholder of Babbitt, Inc., convened on July 14, 1995 at 9:00 a.m. to consider amendment of the corporate charter to include powers conferred by the State of Idaho pursuant to I.C §§ 30-1-1 *et seq.*, discontinuance of professional service, adopt powers of a general business corporation, and change of the corporate name.

Upon motion duly made and seconded, it was unanimously adopted that the Board of Directors is authorized to:

1. Change the corporate name as provided by I.C. § 30-1-58(a) from Babbitt, Inc. to BEI, Inc.;
2. Adopt and allow for the exercise of corporate power and authority conferred under I.C. § 30-1-1 *et seq.*, and
3. Amend and Restate the Articles of Incorporation as provided in Exhibit A, attached hereto and incorporated herein.

There being no further business, it was moved seconded and unanimously adopted that the meeting be adjourned.

DATED this 14th day of July, 1995.



GARY D. BABBITT
Sole Shareholder
Chairman of the Board


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V E R I F I C A T I O N

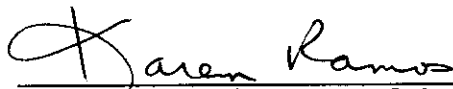
GARY D. BABBITT, being first duly sworn upon oath
deposes and says:

That he is the Chairman and Director in the above-
entitled action; that he has read the within and foregoing Second
Amended and Restated Articles of Incorporation, and believes that
the statements therein contained are true.


GARY D. BABBITT
Chairman and Director

STATE OF IDAHO)
) ss.
County of Ada)

I, Karen Ramos, a notary public, do hereby
certify that on this 14th day of July, 1995, personally appeared
before me Gary D. Babbitt, who, being by me first duly sworn,
declared that he is the Chairman and Director of BABBITT, INC.
(to be renamed BEI, INC.), in the foregoing action, and that he
signed the foregoing document as Chairman and Director and that
the statements therein contained are true.


Notary Public for Idaho
Residing at Boise ID
My commission expires: 3/15/96

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SPECIAL MEETING OF THE BOARD OF DIRECTORS
SECRETARY OF STATE OF BABBITT, INC.
STATE OF IDAHO PURSUANT TO I.C. §30-1-59 AND I.C. § 30-1-64

Upon notice timely given, receipt of which is hereby acknowledged by the undersigned, the Board of Directors of Gary D. Babbitt held a special meeting to consider the motion passed by the shareholders at a special meeting to amend the corporate Articles by changing the corporate name to BEI, Inc. adopting and allowing for the exercise of the powers and authority of a general business corporation pursuant to I.C. § 30-1-1, *et seq.*

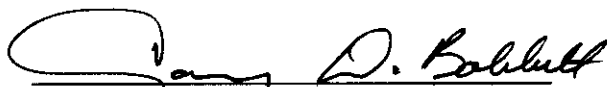
Upon motion duly made, and, seconded, it was unanimously resolved to amend and restate the Articles of Incorporation according to the Amended and Restated Articles of Incorporation attached hereto and to file the Amended and Restated Articles of Incorporation with the Secretary of State.

Upon motion duly made and seconded, it was resolved to adjourn the meeting.

Dated this 14th day of July, 1995.


GARY D. BABBITT
President

Attested:


Secretary