

FILED/EFFECTIVE

01 JUN 26 AM 8:31
POWER ENGINEERS, INCORPORATED, AN IDAHO CORPORATION

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE 1

NAME

The name of this corporation is POWER Engineers, Incorporated.

ARTICLE 2

AMENDMENTS

Article IV of the Articles of Incorporation of said corporation shall be amended as follows:
The authorized number of Shares of common stock for POWER Engineers, Incorporated is five hundred twenty-five thousand (525,000) shares.

ARTICLE 3

DATE OF ADOPTION

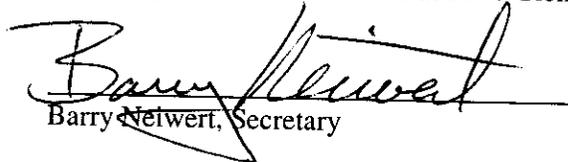
The Amendment has been approved by the Shareholders at a meeting duly held pursuant to notice, and adopted by vote of said shareholders on May 9, 2001. Thirty nine thousand two hundred seventy one (39,271) shares were voted for, which represents a majority of the shares, in favor of the Amendment.

ARTICLE 4

EFFECT OF AMENDMENT ON ISSUED SHARES

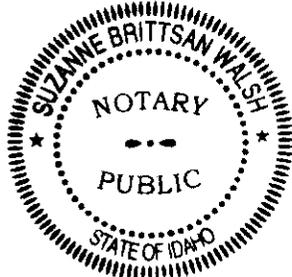
The Amendment provides for an increase in the number of shares the Corporation is authorized to issue from one hundred fifty thousand, eight hundred sixty-six (150,866) shares to five hundred twenty-five thousand (525,000) authorized shares of common stock.

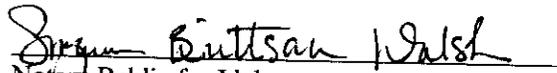
The undersigned does hereby state that these Articles of Amendment were executed on the 25th day of June, 2001 at the POWER Engineers Incorporated office located at 3940 Glenbrook Drive, Hailey, ID 83333.


Barry Neiwert, Secretary

STATE OF IDAHO)
) ss
County of Blaine)

On this 25th day of June, 2001, before me a Notary Public in and for said state, personally appeared Barry Neiwert, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.




Notary Public for Idaho
Residing at: Hailey, Idaho
Commission Expires: 11/10 SECRETARY OF STATE

06/26/2001 09:00
CX: 57363 CT: 78304 BH: 484921

1 @ 38.00 = 38.00 AMEND PROF # 2

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