

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

GREAT NORTHWEST HOLDING COMPANY, INC.
File Number C 96017

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 GREAT NORTHWEST HOLDING COMPANY, 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: June 28, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. J. [Signature]*

Jun 28 4 09 PM '96

ARTICLES OF THIRD AMENDMENT TO
ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

GREAT NORTHWEST HOLDING COMPANY, INC.

The following amendment to the Articles of Incorporation of Great Northwest Holding Company, Inc., an Idaho corporation ("Corporation"), was duly adopted by the Directors and Preferred Shareholders of the Corporation pursuant to unanimous consent in accordance with Idaho Code Sections 30-1-44 and 30-1-145, respectively. The original Articles of Incorporation were filed in the office of the Idaho Secretary of State on August 7, 1991, and subsequently amended on November 27, 1992, and August 31, 1995.

Pursuant to Idaho Code Section 30-1-61, the undersigned President and Secretary of the Corporation certify:

1. Name. The name of the corporation is Great Northwest Holding Company, Inc.
2. Amendment. The amendment adopted is to delete paragraph 1. under Article FOURTH of the Articles of Incorporation in its entirety and substitute the following therefor:

"1. The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is Twenty Million Seven Hundred Thousand (20,700,000) shares, divided into two classes, of which Fifteen Million (15,000,000) shares shall be designated common stock, with par value of \$0.01 per share ("Common Stock"), and of which Five Million Seven Hundred Thousand (5,700,000) shares shall be designated Series A convertible preferred stock, with par value of \$1.00 per share ("Series A Preferred Stock") (and referred to collectively as the "Capital Stock")."

3. Date. The amendment was adopted by the Preferred Shareholders effective June 28, 1996.

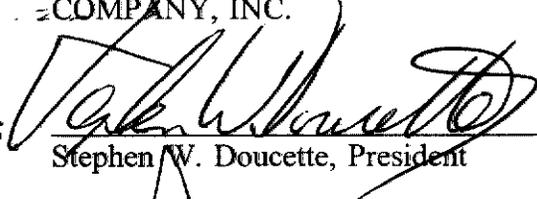
4. Shares. At the time of adoption of the amendment, there were 745,577 Common Shares of the Corporation outstanding but not entitled to vote; and there were 5,000,000 Shares of Series A 10% Convertible Preferred Stock ("Preferred Shares") of the Corporation outstanding and entitled to vote. All Preferred Shares voted for the amendment and the Directors of 1992

AMEND PROF
1@ 30.00= 30.00

Corporation consented to the amendment as evidenced by the Unanimous Consent of the Preferred Shareholders and Directors of the Corporation executed effective June 28, 1996, pursuant to Sections 30-1-44 and 30-1-145, Idaho Code.

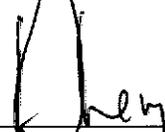
GREAT NORTHWEST HOLDING
COMPANY, INC.

Dated: June 27, 1996



Stephen W. Doucette, President

Dated: June 27, 1996



David H. Leroy, Secretary