

APR 10 AM 9:08
STATE OF IDAHO

sig off.

March 25, 2003

Corporation Clerk
Idaho Secretary of State
700 West Jefferson
P.O. Box 83720
Boise, Idaho 83720-0080

Re: J BAR C, Inc.

Dear Clerk:

Enclosed herewith please find the original Statement Of Change Of Registered Office and Registered Agent for J Bar C, Inc., an Idaho corporation. Also, please be advised that there has also been a change in the officers and directors of the corporation as follows:

Michael J. Eisenbeiss Jr.
250 South 5th Street, 2nd Floor
Boise, Idaho 83702


President/Director

Danielle Negreiff
250 South 5th Street, 2nd Floor
Boise, Idaho 83702

Secretary/Director

If you have any questions concerning the foregoing, please do not hesitate to contact me.

Very truly yours,



Michael J. Eisenbeiss Jr.

Brokerage - Management

250 South Fifth Street, Second Floor Boise, Idaho 83702 Phone 208-378-4600 Fax 208-947-0869 www.tokre.com



2003 APR 10 AM 9:08

AGREEMENT IN LIEU OF A SPECIAL MEETING

OF THE BOARD OF DIRECTORS OF

J BAR C, INC.

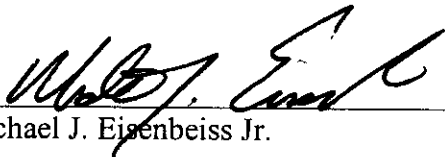
The undersigned being all of the Directors of J BAR C, Inc., an Idaho corporation, do hereby consent to, adopt, ratify, and approve in writing the following corporation actions, without a meeting, pursuant to the provisions of the Idaho Business Corporation Act:

BE IT HEREBY RESOLVED, that Michael J. Eisenbeiss Jr. is hereby elected to act as President of the Corporation replacing Merideith Smith and Danielle Negreiff is hereby elected to act as Secretary of the Corporation replacing Terry C. Copple effective as of the date of this Agreement.

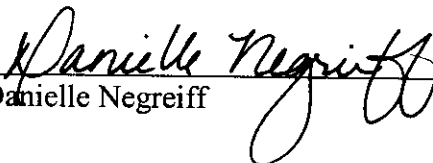
BE IT HEREBY FURTHER RESOLVED that Meridith Smith and Terry C. Copple shall have no more power or authority with regard to the Corporation=s affairs.

The above actions were taken without a meeting and with the authorization and agreement of all the directors in accordance with Idaho Code Section 3-1-145 and shall be in full force and effect the same as though adopted at a meeting of the directors duly noticed and held.

Effective as of 3/24, 2003.



Michael J. Eisenbeiss Jr.



Danielle Negreiff

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AGREEMENT IN LIEU OF A SPECIAL MEETING**OF THE STOCKHOLDERS OF****J BAR C, INC.**

The undersigned being all of the Stockholders of J BAR C, Inc., an Idaho corporation, do hereby consent to, adopt, ratify, and approve in writing the following corporation actions, without a meeting, pursuant to the provisions of the Idaho Business Corporation Act:

BE IT HEREBY RESOLVED, that Michael J. Eisenbeiss Jr. is hereby elected to act as President and Director of the Corporation and Danielle Negreiff is hereby elected to act as Secretary and Director of the Corporation effective as of the date of this Agreement.


The above actions were taken without a meeting and with the authorization and agreement of all the stockholders in accordance with Idaho Code Section 3-1-145 and shall be in full force and effect the same as though adopted at a meeting of the stockholders duly noticed and held.

Effective as of 4-3, 2003.

VFP VC, a Washington limited partnership

By

Its:



Michael J. Eisenbeiss Jr., CEO, COB**AGREEMENT IN LIEU OF SPECIAL MEETING - 1**