

**Second Articles of Amendment to the
Articles of Incorporation
Of
GF&C HOLDING COMPANY**

Pursuant to the Idaho Business Corporation Act, the undersigned corporation adopts the following Second Articles of Amendment to its Articles of Incorporation.

First: The name of the Corporation is GF&C Holding Company ("Corporation").

Second: The following amendments to the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the Idaho Business Corporation Act (the "Act") in order to increase the total number of Common Voting Stock shares and Common Non-voting Stock shares which the Corporation is authorized to issue:

A. Article 2 is hereby amended as follows:

"Article 2:

2.1 *Authorized Stock.* The total number of shares which the Corporation has authority to issue is Fifty Million (50,000,000) shares, which shares shall be divided into two (2) classes of stock to be designated, respectively, "Common Voting Stock" and "Common Non-voting Stock."

2.2 *Common Voting Stock.* Twenty Million (20,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of voting shares known as Common Voting Stock, which shall be without par value, shall not be issued in series, and shall have the same preferences, limitations and relative rights. Such holders have the right to cast one vote for each duly authorized, issued and outstanding share of Common Voting Stock held by them upon each question or matter submitted generally to the holders of shares of the Corporation in respect of which, under the Act, voting by class or by series is not required. Additionally, the holders of shares of Common Voting Stock have the right, voting separately by class, to cast one vote for each duly authorized, issued and outstanding share of Common Voting Stock held by them upon each question or matter in respect of which, under the Act, such holders are entitled to vote by class.

2.3 *Common Non-voting Stock.* Thirty Million (30,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common Non-voting Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority pursuant to Section 30-1-602 of the Act to determine and state the designations

SECOND ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION - 1
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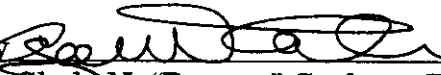
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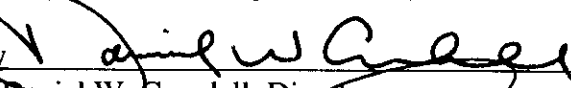
and the preferences, limitations, and relative rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Common Non-voting Stock Amendment"). All shares of Common Non-voting Stock of the same series shall be identical with each other in all respects. The holders of shares of Common Non-voting Stock have no right to vote. The holders of a series of Common Non-voting Stock shall also have such other rights, if any, as may have been provided for such series in a "Common Non-voting Stock Amendment." Common Non-voting Stock may be converted into Common Voting Stock at the option of the Corporation upon request by the shareholder provided that such conversion will not result in said shareholder owning or controlling 10% or more of the issued and outstanding Common Voting Stock of the Corporation."

Third: The Second Articles of Amendment to the Articles of Incorporation were duly approved by the Corporation's Board of Directors as of December 8, 1999. The number of shares outstanding at the time of such adoption was zero (0) and, as such, the Board of Directors is authorized to adopt the foregoing amendment.

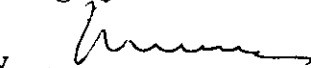
DATED this 27 day of January 27, 2000.

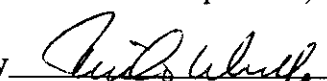
GF&C HOLDING COMPANY

By 
Clyde N. "Barney" Carlson, Director

By 
Daniel W. Crandall, Director

By 
Gregory S. McDonald, Director

By 
Marcus B. Peperzak, Director

By 
Timbre Wolfe, Director

STATE OF VIRGINIA

SECOND ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION - 2

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