

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

DILEHAN COMPANY CHARTERED
File Number C 76870

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 DILEHAN COMPANY CHARTERED, changing the corporate name to RUDD MANAGEMENT CORPORATION, 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 19, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

Jul 19 9 30 AM '95
SECRETARY OF STATE
IDaho

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
OF
DILEHAN COMPANY CHARTERED

Pursuant to the provisions of Sec. 30-1-61 of Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its original Articles of Incorporation:

FIRST: The present name of the corporation is DILEHAN COMPANY CHARTERED.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on May 18, 1995, in the manner prescribed by the Idaho Business Corporation Act:

The following paragraphs were amended:

ARTICLE I
NAME

The name of the corporation is RUDD MANAGEMENT CORPORATION.

ARTICLE III
PURPOSE AND POWERS

The corporation is formed for the purpose of management of labor forces and payroll for other legal entities and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE VI
PROFESSIONAL RELATIONSHIP

The provisions of this article are hereby withdrawn and shall have no further force or effect. *

ARTICLE VII
DIRECTORS

This article number is now numbered "Article VI".*

ARTICLE VIII
BY-LAWS

This article number is now numbered "Article VII".*

IDaho SECRETARY OF STATE
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THIRD: The number of shares of the corporation outstanding at the time of the adoption was 40,000; the number of shares entitled to vote thereon was 40,000.

FOURTH: The number of shares voted for such amendment was 40,000; the number of shares voted against such amendment was -0-.

DATED: June 7, 1995.

DILEHAN COMPANY CHARTERED


H. BRENT HILL, President

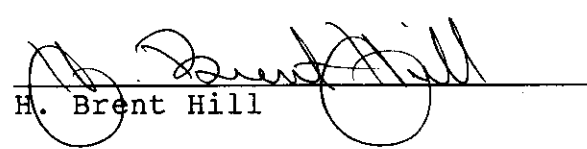
ATTEST:


Secretary


STATE OF IDAHO)
 ss
County of Madison)

H. BRENT HILL, being duly sworn, states as follows:

That he is the President of DILEHAN COMPANY CHARTERED, in the foregoing Articles of Amendment to the Articles of Incorporation; that he has read the Articles of Amendment to the Articles of Incorporation and the facts therein stated are true to the best of his knowledge.


H. Brent Hill

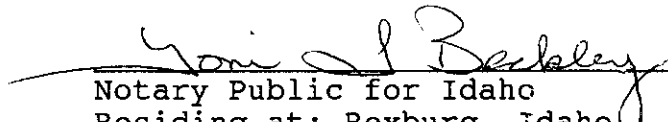
SUBSCRIBED AND SWORN to before me this 7th day of June, 1995.


Notary Public for Idaho
Residing at: Rexburg
Commission Expires: 11-01-2000

STATE OF IDAHO,)
 ss.
County of Madison.)

On this 7th day of June, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared H. BRENT HILL and RONALD L. WALKER, known to me to be the President and Secretary, respectively, of DILEHAN COMPANY CHARTERED, the corporation that executed the foregoing instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at: Rexburg, Idaho
My Commission Expires: 11-01-2000