

PLAINTIFF'S
EXHIBIT

TIC-65c

A345721

1545889

FILED

In the office of the Secretary of State
of the State of California

FEB 16 1988

March Fong Eu
MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

Richard C. Nielsen and Thomas A. Carpenter certify that:

1. They are the president and the secretary, respectively, of J T THORPE INC., a California corporation.

2. The articles of incorporation of this corporation are amended by the addition of an Article Five:

"Limitation of Liability

Five: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permitted by the General Corporation Law of the State of California or any other applicable laws as presently or hereafter in effect."

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 100,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 2, 1988

Richard C. Nielsen

Richard C. Nielsen, President

Thomas A. Carpenter
Thomas A. Carpenter, Secretary

1349J





SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAY 12 1999



Bill Jones

Secretary of State