

State of Idaho

Department of State

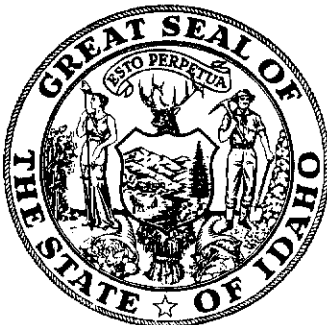
CERTIFICATE OF AMENDMENT OF

RAKO CORPORATION
File Number C 40061

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 RAKO CORPORATION, changing the corporate name to SPENCER ENTERTAINMENT, 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: May 15, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

MAY 13 11:00 AM 1996
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RAKO CORPORATION

IDaho SECRETARY OF STATE
DATE 05/15/1996 0900 62873

CK #: 5667 CUST# 67087
AMEND PRQF 30.00=

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Pursuant to the provisions of the Idaho Code, the following² amendments to the Articles of Incorporation of Rako Corporation, an Idaho corporation (the "Corporation"), were adopted by the shareholders of the Corporation on May 9, 1996, in the manner prescribed by the Idaho Code.

FIRST: Article I of the Articles of Incorporation is hereby amended to read as follows:

"I

The name of the Corporation shall be Spencer Entertainment, Inc."

SECOND: Article II of the Articles of Incorporation is hereby amended to read as follows:

"II

The purpose of this Corporation shall be to engage in any lawful act or activity for which a corporation may be organized under the Idaho Business Corporation Act."

THIRD: Article V of the Articles of Incorporation is hereby amended read as follows:

"V

The aggregate number of shares of all classes of capital stock that this corporation shall have authority to issue is 70,000,000 non-assessable shares, 50,000,000 of which shall be of a class designated as common stock (the "Common Stock")

with a par value of One Tenth of a Cent (\$0.001) per share, and 20,000,000 shares of which shall be of a class designated as preferred stock (the "Preferred Stock") with a par value of One Tenth of a Cent (\$0.001) per share. The Preferred Stock shall have preference as to dividends and to liquidation of the Corporation. The Board of Directors of the Company shall establish the specific rights, preferences, privileges and restrictions of such Preferred Stock, or any series thereof. Cumulative voting shall not prevail in any election by the stockholders of this corporation. No stockholder shall have any preemptive rights to acquire the corporation's unissued shares and any and all such existing preemptive rights shall be extinguished.

The number of shares of the Corporation outstanding at the time of adoption of the above amendments was 1,537,564, and the number of shares entitled to vote thereon was 1,537,564. As to each of the amendments set forth above, the number of shares consenting and voting For each such amendment was 1,257,635, and the number of shares voting Against each such amendment was -0-.

Also approved at the meeting was the proposal to effect a one share for three shares reverse stock split of the shares of the Company's common stock issued and outstanding at the time of the meeting. As a result of the reverse stock split and amendment to Article V changing the capitalization from 100,000,000 shares of \$.005 par value common stock to 50,000,000 shares of \$.001 par value common stock, the stated capital of the corporation was reduced by \$7,175 to \$513.

DATED this 9th day of May, 1996.

A handwritten signature in dark ink, appearing to read 'Ken Montee', written over a horizontal line.

KEN MONTEE, President

RAY MONTEE, Secretary

DATED this 9th day of May, 1996.

KEN MONTEE, President



RAY MONTEE, Secretary

ACKNOWLEDGEMENT


STATE OF Idaho)
COUNTY OF Ada) :ss

THE UNDERSIGNED, the President ^{SR} ~~and Secretary~~ respectively of Rako Corporation, a corporation organized and existing under the laws of the State of Idaho, do hereby certify that at a Special Meeting of Shareholders of said Corporation properly called on May 9, 1996, the foregoing Amendment to the Articles of Incorporation for said Corporation was duly adopted and authorized by more than fifty percent (50%) of the issued and outstanding shares of said Corporation, which shares were properly represented and voted at said Meeting. Also that said Meeting was held pursuant to a resolution of the Board of Directors setting forth the amendments and directing that it be submitted to a vote at the Meeting, and that written notice of said Special Meeting setting forth the proposed amendments was given by first class mail to each shareholder of record entitled to vote thereon at least twenty (20) days prior to the holding of the Meeting. The Undersigned further certify that the foregoing Amendment correctly sets forth the amendments adopted by the shareholders and correctly states the date of adoption thereof, the number of shares outstanding, the number of shares voted for and the number of shares voted against each such amendment.


KEN MONTEE, President

RAY MONTEE, Secretary

SUBSCRIBED AND SWORN to before me this 10 day of May, 1996.


NOTARY PUBLIC
Residing at: Boise, Idaho

My Commission Expires:

4-6-98

ACKNOWLEDGEMENT

STATE OF Idaho)
COUNTY OF KOOTENAI) :ss

THE UNDERSIGNED, the President and Secretary respectively of Rako Corporation, a corporation organized and existing under the laws of the State of Idaho, do hereby certify that at a Special Meeting of Shareholders of said Corporation properly called on May 9, 1996, the foregoing Amendment to the Articles of Incorporation for said Corporation was duly adopted and authorized by more than fifty percent (50%) of the issued and outstanding shares of said Corporation, which shares were properly represented and voted at said Meeting. Also that said Meeting was held pursuant to a resolution of the Board of Directors setting forth the amendments and directing that it be submitted to a vote at the Meeting, and that written notice of said Special Meeting setting forth the proposed amendments was given by first class mail to each shareholder of record entitled to vote thereon at least twenty (20) days prior to the holding of the Meeting. The Undersigned further certify that the foregoing Amendment correctly sets forth the amendments adopted by the shareholders and correctly states the date of adoption thereof, the number of shares outstanding, the number of shares voted for and the number of shares voted against each such amendment.

KEN MONTEE, President

Ray Montee
RAY MONTEE, Secretary

SUBSCRIBED AND SWORN to before me this 13 day of May, 1996.

[Signature]
NOTARY PUBLIC

Residing at: Kootenai Co.

My Commission Expires:

10-20-2001