

FILED AT THE REQUEST OF:
Dean Geoffrey Camplin
108 17th Avenue
Tauranga, New Zealand

08 NOV 25 PM 1:06

SECRETARY OF STATE
STATE OF IDAHO

AFTER FILING MAIL TO:

Melanie G. Rubocki, Esq.
PERKINS COIE LLP
251 East Front Street, Ste. 400
Boise, Idaho 83702

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CLAYMARK USA INC.

Pursuant to Sections 30-1-1003 and 30-1-1006 of the Idaho Business Corporation Act (the "*Act*"), Claymark USA Inc. (the "*Corporation*"), certifies that:

1. By action taken by the Board of Directors of the Corporation by unanimous written consent dated as of November 24, 2008, the amendment set forth below to the Corporation's Articles of Incorporation, was approved and duly adopted by the Board of Directors of the Corporation.
2. By action taken by the sole shareholder of the Corporation by unanimous written consent dated as of November 24, 2008, the amendment set forth below to the Corporation's Articles of Incorporation, was approved and duly adopted by the sole shareholder of the Corporation.
3. In accordance with the Act, Article 3 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is put in its place and stead:

ARTICLE 3
CAPITAL STOCK

The total number of shares of all classes of stock that the corporation shall have authority to issue is 20,000 shares, no par value, of common stock ("*Common Stock*"). The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the corporation and on all matters coming before the shareholders of the corporation, except as otherwise provided by law.

IDAHO SECRETARY OF STATE
11/25/2008 05:00
CK: 2677 CT: 143838 BH: 1145993
1 @ 30.00 = 30.00 AMEND PROF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C159386

IN WITNESS WHEREOF, the undersigned has subscribed this First Amendment of the Articles of Incorporation effective as of the 24th day of November 2008.

CLAYMARK USA, INC.

A handwritten signature in black ink, appearing to read "dgc", is written over a horizontal line.

Dean Geoffrey Camplin
Chief Executive Officer