

FILED EFFECTIVE

**SIXTH ARTICLES OF AMENDMENT
TO THE
FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERSONAL SHOPPER, INC.**

06 JUN 14 PM 3: 03

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporations Act (the "**IBCA**"), Personal Shopper, Inc., an Idaho corporation (the "**Corporation**"), hereby adopts the following Sixth Articles of Amendment to its First Amended and Restated Articles of Incorporation (the "**Articles**").

FIRST: The name of the Corporation is Personal Shopper, Inc.

SECOND: Section 4.1 of Article IV of the Articles is hereby amended to read as follows:

ARTICLE IV

4.1 The Corporation is authorized to issue two classes of capital stock, which shall be designated respectively "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Corporation shall have the authority to issue is 150,000,000 shares, each with a par value of \$0.001 per share. The number of shares of Common Stock authorized is 100,000,000 shares. The number of shares of Preferred Stock authorized is 50,000,000 shares, (i) 10,258,677 shares of which are designated as Series A Convertible Preferred Stock (the "**Series A Preferred**"), and (ii) 11,500,000 shares of which are designated as Series B Convertible Preferred Stock (the "**Series B Preferred**").

THIRD: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The foregoing amendment was adopted by the Board of Directors of the Corporation effective May 2, 2006, and was duly approved by the shareholders of the Corporation on May 5, 2006, in accordance and pursuant to the applicable provisions of the Idaho Business Corporations Act and the Articles of Incorporation

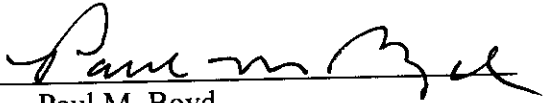
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IDAHO SECRETARY OF STATE
06/14/2006 05:00
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IN WITNESS WHEREOF, this Corporation has caused these Sixth Articles of Amendment to be signed in duplicate by its duly authorized officer this 13th day of June, 2006.

Personal Shopper, Inc.

By: 
Paul M. Boyd
Corporate Secretary