

State of Idaho

Department of State

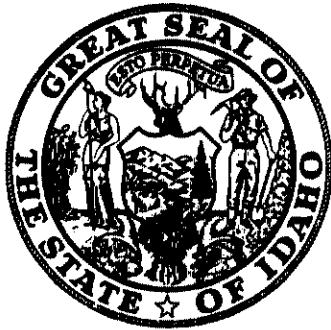
CERTIFICATE OF AMENDMENT OF

KIDS, INC.

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 KIDS, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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: January 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Say Clark*

ARTICLES OF AMENDMENT

RECEIVED OF
SEC. OF STATE KIDS, INC.
94 JAN 21 (Nonprofit Corporation)

We, the undersigned, acting as the incorporator and the initial Board of Trustees of a nonprofit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Amendment to the Articles of Incorporation for this Nonprofit corporation:

ARTICLE I

The name of the Corporation is KIDS, INC.

ARTICLE II

The text of the amendment adopted is as follows:

That Article IX of the Article of Incorporation be amended to increase the maximum number of members of the Board of Trustees from nine (9) to fifteen (15).

ARTICLE III

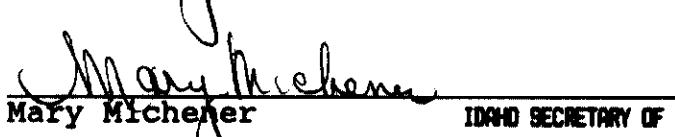
That the Amendment was adopted on the 4th day of November, 1993, at the initial meeting of the Incorporator and the initial meeting of the Board of Trustees.

ARTICLE IV

That no approval of the members of the nonprofit corporation is required because there were, at the time of the amendment, no members of the corporation in existence and that the Incorporator and the Board of Trustees approved, unanimously, the amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator and the initial members of the Board of Trustees have executed this Articles of Amendment this 19 day of December, 1993.


Mary Michener, Incorporator


Mary Michener

IDAHO SECRETARY OF STATE
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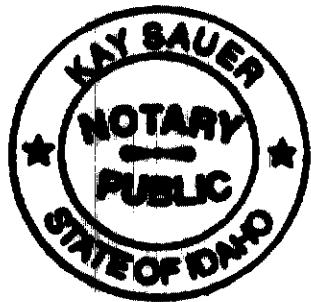
Kerry Fewell
Kerry Fewell

Joyce Tvrdy
Joyce Tvrdy

STATE OF IDAHO)
) ss.
County of Twin Falls)

The undersigned, a Notary Public for the State of Idaho, does hereby certify that on this 1974 day of December, 1993, personally appeared before me, Mary Michener, Kerry Fewell and Joyce Tvrdy, who being first duly sworn, declared that they are the persons who signed the foregoing document as incorporator and as initial members of the Board of Trustees and that the statements therein contained are true.

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



Kay Sauer
NOTARY PUBLIC
Residing at Twin Falls, Idaho
My Commission Expires: 11-24-95