

FILED

ARTICLES OF AMENDMENT

OF

Dec 22 3 39 PM '00

O'NEILL ENTERPRISES, INC.

SECRET

ST. 11

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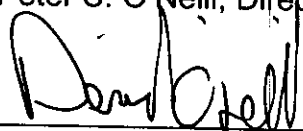
KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being all the directors of the Board of Directors of O'NEILL ENTERPRISES, INC., an Idaho corporation ("Corporation"), under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby amend the articles of incorporation of O'NEILL ENTERPRISES, INC. The articles of incorporation of O'Neill Enterprises, Inc. are hereby amended as follows:

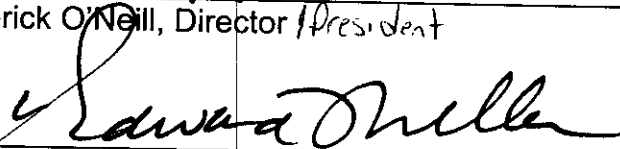
1. NAME. The name of the corporation is O'Neill Enterprises, Inc.
2. AMENDMENT TO ARTICLES. ARTICLE 1 of the Articles of Incorporation of O'Neill Enterprises, Inc. is hereby amended by deleting the existing Article 1 and inserting in its place the following:
 1. Name. The name of the corporation is PON Enterprises, Inc. (the "Corporation").
3. DATE OF ADOPTION. The above referenced amendment was adopted by resolution of all members of the board of directors of the Corporation and by resolution of the sole shareholder of the Corporation effective the 31st day of December, 2000.
4. ARTICLES TO REMAIN EFFECTIVE. Except as amended hereby, the articles of incorporation remain unchanged and are and shall remain in full force and effect.

IN WITNESS WHEREOF, we have hereunto set our hands effective as of the 31st day of December, 2000.

12/26/2000 09:00
CK: 28763 CT: 1626 RM: 368013
1 * 30.00 = 30.00 AMEND PROF # 2
IDHO SECRETARY OF STATE


Peter S. O'Neill, Director


Derick O'Neill, Director / President


L. Edward Miller, Director

C91084