

FILED

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION**

JAN 12 12 11 PM '00

OF

CREW CONCEPTS, INC.

Pursuant to the provisions of Title 30, Chapter 1 of the Idaho Code, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

To amend the Articles of Incorporation of the corporation, by amending Article IV to read as follows:

- "1. The aggregate number of shares which the corporation shall have authority to issue is:
- A. 50,000 shares of Preferred Stock;
 - B. 49,500 shares of Class B Common Stock;
 - C. 500 shares of Class A Common Stock.

"Pursuant to Idaho Code §30-1-601, the preferences, limitations and restrictions of such shares of stock, by class, are as follows:

- A. Preferred Stock shall have no voting rights, except in cases of corporate merger, share exchange or sale or exchange of all or substantially all of the assets of the corporation, and the holders of such Preferred Stock shall have dissenter's rights under Idaho Code 30-1-1302. Preferred Stock may receive a different dividend percentage than holders of Common Stock. In cases where holders of Preferred Stock are entitled to vote, they shall have one-half vote per share of stock.
- B. Class B Common Stock shall have voting rights of one vote per share for election of directors or other actions of the corporation.
- C. Class A Common Stock shall have voting rights of one hundred votes per share for election of directors or other actions of the corporation."

The foregoing amendment to the Articles of Incorporation was adopted by a unanimous vote of the shareholders of the Corporation at a meeting of the shareholders of the Corporation held on the

IDaho SECRETARY OF STATE

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION - Page 1

01/12/2000 09:00
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29th Dec, 1999. No shares voted against the resolution, while 30 shares voted in favor. All stock was common stock. Only 30 shares were outstanding, and all shares are held by the sole stockholder, Jane DeFrees Crowe. Such votes, therefore, were sufficient for approval.

Pursuant to Idaho Code §30-1-1006, provisions for implementation of the amendment are that the sole shareholder of the corporation, Jane DeFrees Crowe, shall surrender her certificate no. 17 for 30 shares to the corporation, who shall issue in lieu thereof, 500 shares of Class A Common Stock, 49,500 shares of Class B Common Stock, and 50,000 shares of Preferred Stock.

Except for the designated amendments, the Articles of Incorporation, correctly set forth without change the corresponding provisions of the Article of Incorporation as heretofore amended, and that the Amended Articles of Incorporation, together with the designated amendment, supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS THEREOF, the President of the Corporation has hereunto set his hand ~~and caused the Corporate seal to be affixed~~ this as of this 29th day of December, 1999.

CREW CONCEPTS, INC., an Idaho corporation,

By Jane DeFrees Crowe
Jane DeFrees Crowe, President and
Sole Shareholder

ATTEST:

William Donavon Crowe
William Donavon Crowe, Vice-President
and Secretary

SUBSCRIBED AND SWORN to before me at the Municipality of Delta,
in the Province of British Columbia, this 29th day of December, 1999.

Janine Rose
A Notary Public in & for British Columbia
Canada. My Commission expires December 31,
1999.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION - Page 2

JANINE A. S. ROSE
BARRISTER & SOLICITOR
203-1255-56 ST Delta, B.C.