

FILED EFFECTIVE

ARTICLES OF AMENDMENT 2012 DEC -6 PM 1:58
TO THE
ARTICLES OF INCORPORATION SECRETARY OF STATE
OF STATE OF IDAHO
MELALEUCA, INC.

Pursuant to the provisions of Section 30-1-1001, *et seq.* of the Idaho Business Corporation Act ("IBCA"), Melaleuca, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Melaleuca, Inc.

SECOND: The following amendment of the Articles of Incorporation was duly adopted by the shareholders of the Corporation on December 4, 2012, in the manner prescribed by the IBCA and the Corporation's Articles of Incorporation:

Article FOURTH of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is five billion (5,000,000,000) at the par value of \$0.01 per share. Of the 5,000,000,000 authorized shares, one hundred million (100,000,000) shares shall be class A voting common stock and four billion nine hundred million (4,900,000,000) shares shall be class A nonvoting common stock. The rights of both the voting and nonvoting stock shall be identical except with respect to the voting rights. The class A nonvoting common stock shall have no right to vote on any issue.

THIRD: The date of adoption of this amendment by the directors was November 21, 2012.

FOURTH: The Articles of Incorporation are confirmed in all other respects.

MELALEUCA, INC.

Dated: 12/5/12

By: Frank L. VanderSloot
Frank L. VanderSloot, CEO

Dated: 12/5/12

By: Allen Ball
Allen Ball, Secretary

IDAHO SECRETARY OF STATE
12/06/2012 05:00
CK: NONE CT: 12945 BH: 1350276
1 @ 30.00 = 30.00 AMEND PROF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C79294