

FILED EFFECTIVE  
2004 MAY 20 PM 2:03  
STATE OF IDAHO

ARTICLES OF AMENDMENT  
OF  
FAMILY SOLUTIONS NETWORK, INC.

The undersigned Directors, acting as Directors and under authority of law regarding the above named corporation, under the provisions of Title 30, Idaho Code, hereby certify that a meeting was had, and a resolution was effected by the Board of Directors of the above named Corporation on the 20<sup>th</sup> day of February, 2004, which set forth a proposed amendment to the Articles of Incorporation of FAMILY SOLUTIONS NETWORK, INC. Subsequent thereto, a special meeting of the Shareholders of the corporation was held on the same date, and the Shareholders present at said meeting constituted all of the Shareholders thereof. The resolution of the Board of Directors for amendment of the Articles of Incorporation of FAMILY SOLUTIONS NETWORK, INC., was presented to the Shareholders of said Corporation, and a vote of the Shareholders was taken at said meeting. The Shareholders voted unanimously in favor of amending the Articles of Incorporation of FAMILY SOLUTIONS NETWORK, INC., to amend Article 5 regarding the authorized issue of shares and Article 8, Restriction on Stock Transfers. The undersigned further certify that the following was adopted by the Board of Directors of the Corporation, and was unanimously voted in favor of by the Shareholders of the Corporation as being Amendments to the Articles of Incorporation of FAMILY SOLUTIONS NETWORK, INC., Inc., and as follows:

**ARTICLE 5**

**AUTHORIZED SHARES**

**SECTION 5.01. NUMBER.** The aggregate number of shares that the Corporation shall have authority to issue is FIVE MILLION (5,000,000) shares of common stock without par value, the same to be of one class.

**SECTION 5.02. DIVIDENDS.**

**CLAUSE (a). SOURCE AND MEDIUM.** The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, in property, or in shares of the Common Stock.

**CLAUSE (b). LIMITATIONS UPON DIVIDENDS.** No dividends shall be paid upon the Common Stock in any medium under any of the following circumstances:

**Item (i). UNREALIZED APPRECIATION.** If the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets; or,

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Item (ii). **INSOLVENCY.** If the Corporation is, or is thereby rendered incapable of paying its debts as they become due in the usual course of its business.

**SECTION 5.03. STOCK NONACCESSIBLE.** The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

**SECTION 5.04. CUMULATIVE VOTING.** At each election for directors, every holder of the Capital Stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

**SECTION 5.05. CONSIDERATION.** Shares may be issued for any consideration authorized by law. The determination of the Board of Directors as to the adequacy of consideration shall be conclusive as to whether or not the shares are validly issued, fully paid and non-accessible.

## **ARTICLE 8.**

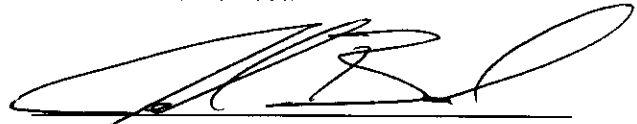
### **RESTRICTIONS ON STOCK TRANSFER**

**SECTION 8.** No Shareholder shall pledge, mortgage, sell or transfer any capital stock unless it shall first be offered to the corporation, and second, unless it shall be offered to the remaining Shareholders (after offering the same to the corporation without effectuating such transfer), in the same proportion as their respective stock interests, at a price no greater than a bonafide offer by any third person. The registered holders of the shares of capital stock shall have only a preemptive right as set forth in this article to purchase such respective stock at equitable prices, terms and conditions as shall be fixed by the Board of Directors of the Corporation. Such preemptive right shall apply to all shares issued after the first issue of ONE MILLION (1,000,000) shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares in the treasury of the corporation.

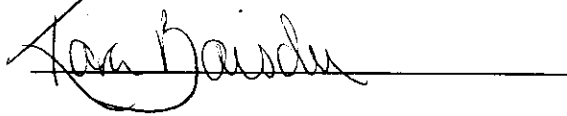
DATED this 20<sup>th</sup> day of February, 2004.

STATE OF IDAHO     )  
                              ) ss.  
County of Kootenai )

JOHN BAISDEN JR. and KARA BAISDEN, being the President and Secretary, respectively, of FAMILY SOLUTIONS NETWORK, INC., have read the foregoing, knows the contents thereof, and pursuant to a meetings of the Board of Directors and of the Shareholders of the Corporation held February 20, 2004, verily believes the same to be true and correct.

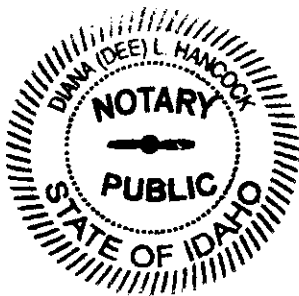



President



Secretary

SUBSCRIBED AND SWORN TO before me this 7 day of <sup>April</sup>~~March~~, 2004.



  
NOTARY PUBLIC FOR IDAHO  
RESIDING AT: Hayden, Idaho  
MY COMMISSION EXPIRES: 5-21-05