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SECRETARY OF STATE  
STATE OF IDAHO

## SECOND AMENDMENT TO THE ARTICLES OF INCORPORATION OF BASELINE, INC.

This Second Amendment to the Articles of Incorporation (the "Second Amendment") of Baseline, Inc., an Idaho corporation (the "Corporation"), was duly adopted by the Directors and Shareholders of the Corporation. The Articles of Incorporation of the Corporation were filed in the office of the Idaho Secretary of State on April 3, 2008 (the "Articles"). The First Amendment to the Articles of Incorporation was filed in the office of the Idaho Secretary of State on April 24, 2008 ("First Amendment"). This Second Amendment is filed to reflect the vote of the Shareholders and Board of Directors to designate additional shares of preferred stock as Series A Preferred Stock.

Pursuant to Sections 30-1-1003 and 30-1-1006 of the Act, the undersigned President of the Corporation certifies:

Name. The name of the corporation is Baseline, Inc..

Amendments. The amendment provides as follows:

Section A of Exhibit A of the First Amendment to the Articles of Incorporation to be deleted and replaced in its entirety as follows:

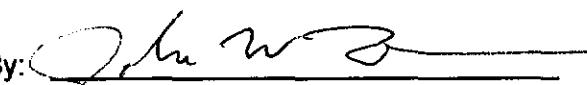
A. **DESIGNATION.** There is hereby designated a series of Preferred Stock to be known as the "Series A Preferred Stock" consisting of 7,500,000 shares of Preferred Stock

Approval by Directors. The amendment was adopted by the Board of Directors of the Corporation on October 10, 2011.

Shareholder Approval. Series A Preferred Stock shareholder approval to the amendment was required, and the amendment was adopted by the Series A Preferred Stock shareholders at the Special Meeting of the Shareholders on October 24, 2011, as required by Chapter 1, Title 30 of the Idaho Code and the Articles as amended.

BASELINE, INC.

Dated: October 25, 2011

By:   
John Fordemwalt, President

IDaho SECRETARY OF STATE  
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