

State of Idaho

Department of State

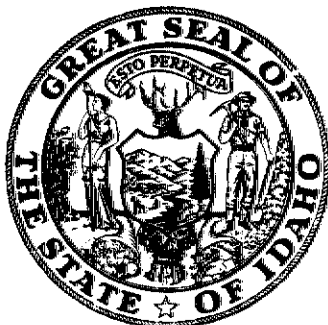
CERTIFICATE OF AMENDMENT OF

SAMURAI, LTD.
File Number C 97570

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of SAMURAI, LTD. duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: February 20, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

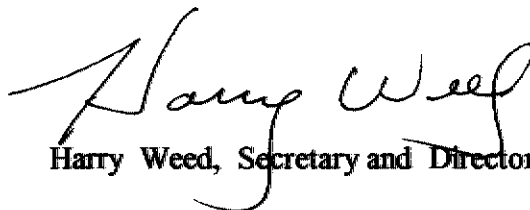
By *Debra J. Hunsicker*

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
SAMURAI, LTD.

C 47570
FEB 20 10 32 AM '97
CLERK OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-61 Idaho Code, Samurai, Ltd., adopts the following Article of Amendment to correct a misstated filing of January 16, 1997.

1. On January 8, 1997 a Special Meeting of the Shareholders of Samurai, Ltd., was held in corporate offices in Long Beach, California. In accordance with Section 30-1-31 Idaho Code, the Corporate Secretary, Harry Weed, made and submitted to the shareholders present a complete record of the shareholders entitled to vote at said meeting, arranged in alphabetical order, with the address and number of shares held by each. Said record showed that there were 100,000 voting shares issued and entitled to vote.
2. The record was produced and kept open at said meeting and was subject to the inspection of the shareholders during the whole of the meeting.
3. A motion was made to amend paragraph 6 of the Articles of Incorporation, which motion was defeated by the vote of 51,000 shares Against the passage thereof.
4. The purported Amendment to the Articles of Incorporation dated January 9, 1997 and inappropriately filed January 16, 1997 is therefore void and of no effect.


Harry Weed, Secretary and Director

IDAHO SECRETARY OF STATE
DATE 02/20/1997
0900 65714 2
CK #: 479 CUST# 76844
AMEND PROF 10 30.00= 30.00

1 MR. WEED: Sir, you have no authority to speak here. You
2 are not a stockholder.

3 MR. LARKIN: Do you have something to address relative to
4 the items I have already discussed?

5 MS. MC INERNY: Yes. Yes. He just did.

6 MR. WEED: Yes, I do. The records of the corporation
7 show that Steve Edwards owns 24,500 shares of shock. Todd
8 Larkin owns 24,500 shares. Harry Weed, as trustee, owns
9 20,000 shares, and Harry Weed owns 31,000 shares. Now, that
10 is the entire voting stock of the corporation.

11 MS. MC INERNY: And that information must be presented,
12 the list, under the Idaho code. If you wish to proceed with
13 the shareholders meeting, must be presented at the beginning
14 of the meeting. Now, Mr. Weed has done so. You have a
15 copy. Mr. Edwards has a copy.

16 MR. BEEMAN: Mr. Larkin, proceed.

17 MR. LARKIN: That your complaint is duly noted.

18 MR. WEED: No, no. That's not a complaint.

19 MR. BEEMAN: Mr. Weed is not speaking to the matter.
20 Proceed.

21 MR. WEED: Let's first talk about --

22 MR. LARKIN: That your complaint is duly noted.

23 The actions taken at the special meeting of the
24 board of directors that was held on December 19, 1996, be
25 ratified and approved by the shareholders. Is there a

1 second?

2 MR. WEED: Okay. I'm reporting on --

3 MS. MC INERNY: Harry, you need to vote on this. Just
4 let him vote.

5 MR. LARKIN: Steve seconded the motion. It has been
6 moved and seconded that all actions taken at the special
7 meeting of the board of directors held on December 19, 1996,
8 be ratified and approved by the shareholders. All those in
9 favor so signify by saying aye and those opposed by saying
10 nay.

11 MS. MC INERNY: Mr. Weed is the sole director.

12 MS. MC INERNY: Nay.

13 MR. WEED: Nay. Nay. Harry Weed as trustee votes nay --

14 MR. LARKIN: So carried. All actions taken at the
15 special meeting of the board of directors held on December
16 19, 1996, be, and they hereby are, ratified and approved by
17 the shareholders.

18 The next order of business at this meeting concerns
19 the amendment of the articles of incorporation of the
20 corporation pursuant to Idaho business corporation act
21 Section 30-1-758 --

22 MR. WEED: All right. Let's have a report on the
23 activities of --

24 MR. LARKIN: -- specifically paragraph 6 of the articles
25 of incorporation be stricken in its entirety and that the

1 following text be inserted as new paragraph 6 effective
2 immediately. The number of directors of the corporation
3 shall be fixed in accordance with the by-laws of the
4 corporation of the laws of the State of Idaho.

5 The floor is now open for any director who would
6 like to discuss the proposed amendment to the articles of
7 incorporation.

8 MS. MC INERNY: Mr. Weed, as director, do you approve any
9 amendment of the articles of incorporation?

10 MR. BEEMAN: Ma'am, you're not a shareholder.

11 MR. WEED: No, I do not approve any changes in the
12 articles of incorporation, nor do I approve any changes in
13 the by-laws.

14 MR. LARKIN: That objection is noted.

15 MR. WEED: It's not an objection.

16 MR. LARKIN: I move that the articles of incorporation be
17 amended as discussed, effective immediately. Is there a
18 second?

19 MR. EDWARDS: I second.

20 MR. LARKIN: It has moved and seconded that the articles
21 of incorporation be so amended. Would all those in favor so
22 signify by saying aye. Aye.

23 MR. WEED: 51,000 shares of stock vote no.

24 MR. LARKIN: All those opposed by saying no.

25 MR. WEED: 51,000 shares vote no.