

DDO 343571

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

Adrift Adventures, Inc.

FILED
COLO. DEPT. OF STATE

404106 3-28

JUN 2 8 31 AM '80

DEPARTMENT OF STATE
STATE OF COLORADO

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is.....(note 3) Adrift Adventures, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on May 16, 19 80, in the manner prescribed by the Colorado Corporation Act:

Article FOURTH is amended to increase the number of authorized shares from 25,000,000 shares of common stock, \$0.01 par value to 125,000,000 shares of common stock, \$0.002 par value, so that thereafter Article FOURTH shall provide as follows:

"FOURTH: The aggregate number of shares that the corporation shall have authority to issue is 125,000,000 shares of common stock, each share to have a par value of \$0.002. All shares shall be fully paid and nonassessable for any purpose. No shareholder or subscriber to the common stock of the corporation shall be under any obligation to the corporation or its creditors with respect to such stock other than the obligation to pay the corporation full consideration for which stock was issued or is to be issued."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 4,060,624; and the number of shares entitled to vote thereon was 4,060,624

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
(Note 1)	
NONE	

FIFTH: The number of shares voted for such amendment was 4,060,624; and the number of shares voted against such amendment was None

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: None

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
(Note 1)		

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ARTICLES OF AMENDMENT—Continued

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: Following such amendment each shareholder shall receive five shares of common stock, \$0.002 par value, in exchange for each one share of common stock, \$0.01 par value.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

(Note 2)
No Change

Dated May 28 19 80

ADRIFT ADVENTURES, INC. (Note 3)

By Marshall L. Schield
Its President
Marshall L. Schield (Note 4)
and [Signature]

Its Secretary

STATE OF COLORADO,
City of Denver County of Denver ss.

Before me, Cindy B. Dasset, a Notary Public in and for the said County and State, personally appeared Marshall L. Schield who acknowledged before me that he is the President of Adrift Adventures, Inc.
Title of office

a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 28th day of May

A. D. 19 80

My commission expires 2-27-84

Cindy B. Dasset
Notary Public

- Notes: 1. If inapplicable, insert "None."
- 2. If inapplicable, insert "No change."
- 3. Exact corporate name of corporation adopting the Articles of Amendment. (If this is a change of name amendment the name before this amendment is filed)
- 4. Signatures and titles of officers signing for the corporation.

SUBMIT IN DUPLICATE means original TYPED copy and first carbon copy, or xerox copies both having original signatures & verifications.

This form is not acceptable with ATTACHMENTS or TYPING ON REVERSE SIDE. If there is not adequate space, Form D4 may be used as a pattern or guide. Please use legal or letter size typing paper. Type on one side only.

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