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ARTICLES OF AMENDMENT
OF
VENTURE TECH, INC.
DESIGNATING CONVERTIBLE PREFERRED STOCK

SECRETARY OF STATE
STATE OF IDAHO

Kenneth Fitzpatrick and William Baker, hereby certify that they are the Chairman and Secretary, respectively, of Venture Tech, Inc., an Idaho corporation (hereinafter referred to as the "Corporation"), and that pursuant to the Articles of Incorporation, as amended, and Section 31-1-602 of the Idaho Business Corporation Act (the "Act"), the Board of Directors of the Corporation acting without shareholder approval, which approval is not required under such Section 31-1-602 of the Act, adopted the following amendment to "Article 5" of the Articles of Incorporation on the 27th day of December 2000 and, accordingly, Article 5 is amended by adding the following:

1. Creation of Convertible Preferred Stock. There is hereby created a series of preferred stock consisting of 20,000,000 shares and designated as the Convertible Preferred Stock, having the voting powers, preferences, dividends, participation, optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.
2. Dividend Provisions. The holders of shares of Convertible Preferred Stocks shall be entitled to receive, out of the net profits of the Corporation that at the time are legally available therefor, dividends in the amount and at the time as determined and declared by the Board of Directors in their discretion. If net profits in any year are not sufficient to pay any declared dividend, either in whole or in part, any unpaid portion of the dividend will become a charge against the net profits of the Corporation and will be paid in full out of the net profits of the Corporation in subsequent years before any dividends are paid on the Common Stock of the Corporation in those years.
3. Voting Provisions. The Convertible Preferred Stock shall be entitled to vote at meetings of the shareholders of the Corporation on the basis of ten (10) votes for each share of Convertible Preferred Stock.
4. Liquidation Provisions. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Convertible Preferred Stock shall be entitled to receive an amount equal to \$1 per share plus any declared but unpaid dividends, if any. After the full preferential liquidation amount has been paid to or determined and set apart for Convertible Preferred Stock, and has been paid to or determined and set apart for all other series of Preferred Stock hereafter authorized and issued, if any, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of the Common Stock. In the event the assets of the Corporation available for distribution to its shareholders are insufficient to pay the full preferential liquidation amount per share required to be paid the Corporation's Convertible Preferred Stock, the entire amount of assets of the Corporation available for distribution to shareholders shall be paid on a proportionate basis to the holders of the Convertible Preferred Stock, and the Common Stock shall receive nothing. A reorganization or any other consolidation or merger of the corporation with or into any other corporation, or any other sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation.

IDAHO SECRETARY OF STATE
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within the meaning of this Section 4, and the Convertible Preferred Stock shall be entitled only to (i) the right provided in any agreement or plan governing the reorganization or other consolidation, merger or sale of assets transaction, (ii) the rights contained in the Act and (iii) the rights contained in other Sections hereof.

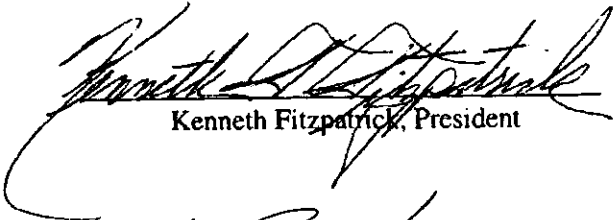
5. Conversion Privileges. The holders of shares of Convertible Preferred Stock have conversion rights as follows:

Each share of Convertible Preferred Stock shall be convertible, at the option of its holder, at any time, into shares of Common Stock of the Corporation on the basis of ten (10) shares of Common Stock of the Corporation for every one (1) share of Convertible Preferred Stock Held (the "Conversion").

6. Right to Call. The Corporation shall not have the option to call a Conversion of all or any part of the Convertible Preferred Stock.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by its President and attested to by its Secretary this 25th day of April 2001 .

VENTURE TECH, INC.



Kenneth Fitzpatrick, President



William Baker, Secretary