

ARTICLES OF AMENDMENTS  
TO THE ARTICLES OF INCORPORATION

THE SPINNING WHEEL, INC.

CHANGING AUTHORIZED SHARES

Pursuant to the provisions of the Idaho Business Corporation Act of 1997, the shareholders of THE SPINNING WHEEL, INC. adopted the hereinafter stated amendments to its Articles of Incorporation and in consequence thereof, these Articles of Amendment are being executed in accordance with Idaho Code § 30-1-1006.

1. **Name of Corporation:** THE SPINNING WHEEL, INC.

2. **Text of Amendment:**

ARTICLE II shall be deleted.

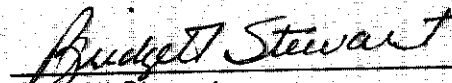
ARTICLE IV shall amended by deleting the "one hundred (100)" and inserting in the place thereof "ten thousand (10,000)".

3. **Date of Amendment:** October 26, 1999.

4. **Manner of Adoption:** By Shareholders.

5. **Shareholder Approval Information:** The Corporation has issued and outstanding 100 shares of common stock. These are no voting groups. The amendment was approved by written consent executed by all the holders of outstanding shares. The number cast for the amendment is sufficient for approval of the amendment.

DATED this 26 day of October, 1999.

  
Bridgett Stewart  
President

(Seal)

  
Yvonne Lewis, Secretary  
E:\CLIENTS\Spinning Wheel, Inc\Corporate & Amendment of Articles\Articles of Amendment.wpd

IDAH0 SECRETARY OF STATE  
10/29/1999 09:00  
CK: 3023 CT: 70674 BH: 261937

1 @ 30.00 = 30.00 AMEND PROF # 2

C45870