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JUL 27 3 21 PM '99
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BOOKS ALOUD, INC.**

Pursuant to the provisions of the Idaho General Business Corporations Act (Chapter 1, Title 30, Idaho Code), the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation:

(1) Prior to the adoption of this amendment to the Articles of Incorporation, Article I, read as follows:

"The name of the corporation is BOOKS ALOUD, INC."

(2) The following amendment to the Articles of Incorporation was adopted by the sole and only shareholder, and Article I, is now amended to read as follows:

"The name of the corporation is MASSAROSA, INC."

(3) The foregoing amendment to the Articles of Incorporation was adopted by unanimous shareholder written consent pursuant to Idaho Code 30-1-59, as evidenced by the minutes of the Board of Directors, attached hereto and incorporated herein as if they were set forth in full.


(4) There were 20 shares of stock of the corporation outstanding at the time of the adoption of the foregoing amendment. All shares were common shares of the same class and all shares were entitled to vote on the amendment.

IDAHO SECRETARY OF STATE
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(5) The sole and only shareholder (there is only 1 shareholder) agreed to the amendment in writing. Therefore, all 20 shares were for the amendment with no opposition votes.

Dated this 26TH day of JULY, 1999.

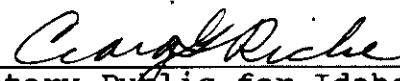

LINDA L. BIANCHI, President
and owner of all _____ shares
of common stock in said
corporation


JAMES P. BIANCHI, Secretary/
Treasurer

STATE OF IDAHO)
) ss:
COUNTY OF ADA)

On this 26TH day of JULY, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared LINDA L. BIANCHI and JAMES P. BIANCHI, known to me to be the persons whose names are subscribed to the within instrument, and known or identified to me to be the President and Secretary/Treasurer of the corporation that executed the instrument on behalf of said corporation, and acknowledged to me that said persons, and the corporation, executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 5/30/00

**MINUTES OF THE BOARD OF DIRECTORS
OF BOOKS ALOUD, INC.**

A meeting of the Board of Directors of BOOKS ALOUD, INC., was held at Boise, Idaho on the 26TH day of July, 1999, at the hour of 10:00 A.M. The only shareholder of the corporation, Linda L. Bianchi, was in attendance in her individual capacity. Linda L. Bianchi and James P. Bianchi were in attendance as the members of the Board of Directors. Linda L. Bianchi was also in attendance as the President of the corporation, and James P. Bianchi was also in attendance as the Secretary/Treasurer of the corporation.

Formal Notice of the Meeting was waived, and the meeting was called to Order.

Linda L. Bianchi, as President and the only shareholder, presented to the meeting a proposal to amend the Articles to change the name of the corporation to "MASSAROSA, INC." The purpose for the change of name is that the assets of Books Aloud, Inc., had been previously sold, but the corporate structure was still in effect. The shareholder and Directors desired to still use the corporation to transact business, but since the former line of business was ended, and a new line of business was anticipated, the shareholder and Directors desired to change the name of the corporation to reflect the new business purposes. After full consideration thereof, on Motion duly made, and seconded and carried, it was,

RESOLVED, That the Articles of Incorporation, Article I, be amended to read as follows: "The name of the corporation is MASSAROSA, INC."

There being no further business to come before the meeting of the Board of Directors and the shareholder, the meeting was duly adjourned.



LINDA L. BIANCHI, as President of Books Aloud, Inc., and as a member of the Board of Directors, and as the sole shareholder



JAMES E. BIANCHI, as Secretary/Treasurer of Books Aloud, Inc., and as a member of the Board of Directors