

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PICTURE GALLERIES INC.

NO SEP 26 AM 8:50
STATE OF IDAHO

FILED/EFFECTIVE

ARTICLES OF AMENDMENT of the Articles of Incorporation of Picture Galleries, Inc., are hereby executed by said Corporation as follows:

1. The name of the Corporation is Picture Galleries Inc.
2. The amendment to the Articles of Incorporation of said Corporation is the following:

Article IV thereof is deleted and the following is substituted thereof:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is ten million (10,000,000) shares, of which nine million, five hundred (9,500,000) shares of no par value per share shall be designated non-voting common shares and five hundred thousand (500,000) shares of one dollar (\$1)

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par value per share shall be designated voting common shares.

Each share of voting common stock shall have the same rights, privileges and voting power and each share of non-voting common stock shall have the same rights and privileges as each other share of both voting and non-voting common stock and shall be non-assessable, except that shares of non-voting common stock shall not be entitled to vote.

3. The date of the adoption of said amendment by the shareholders of the Corporation was September 22, 2000.

4. The number of shares of Picture Galleries, Inc., outstanding is one thousand (1,000) shares of common stock. All of those shares were entitled to vote on the amendment.

5. In accordance with Idaho Code § 30-1-1006, the number of shares voted for and against said amendment, respectively, were as follows:

For Amendment	1,000 shares
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Against Amendment	No shares
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DATED this 22nd day of September, 2000.

PICTURE GALLERIES, INC.

By

Lance R. Saunders
Lance R. Saunders, President

Attest:

Lorin C. Saunders
Lorin C. Saunders

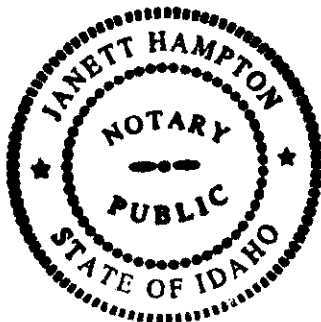
"Secretary"

STATE OF IDAHO)
County of Ada) : ss.

On this 22nd day of September, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared, Lance R. Saunders, President of Picture Galleries, Inc., an Idaho corporation, known or identified to me to be the person whose name is subscribed in the instrument, and acknowledged to me that he, on behalf of Picture Galleries, Inc. 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.

(SEAL)



Janett Hampton
Notary Public for Idaho
My Commission expires: 3-12-05