

**ARTICLES OF AMENDMENT**  
**to the**  
**ARTICLES OF INCORPORATION**  
**of**  
**USGenWeb, INC.**

**FILED**

98 JAN 22 AM 8:48

SECRETARY OF STATE  
STATE OF IDAHO

PURSUANT TO the provisions of Section 30-1-1006 of the Idaho Code, the undersigned Corporation adopts the following articles of amendment to its articles of incorporation:

First: The name of the Corporation is USGenWeb, INC.

Second: The corporation has not yet issued any shares. Pursuant to Section 30-1-1005 of the Idaho Code the incorporator of the corporation may adopt one or more amendments to the articles of incorporation.

Third: Article SIXTH of the Articles of Incorporation is amended in its entirety to read as follows:

SIXTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

IDAHO SECRETARY OF STATE

01/22/1998 09:00  
CK: 5346 CT: 23171 BH: 75015

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NAME	STREET ADDRESS	CITY, STATE & ZIP CODE
Jerry E. Dill	811 Terry Drive	Emmett, Idaho 83617
Lucy N. Dill	811 Terry Drive	Emmett, Idaho 83617
Patrick Lewis Smith	701 Oceanview	Craig, Alaska 99921

Fourth: No other amendments are made.

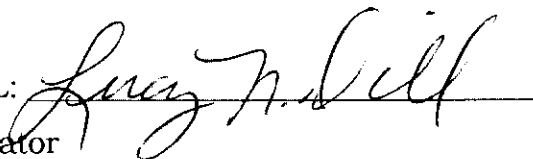
Fifth: The amendments do not provide for an exchange, reclassification, or cancellation of issued shares.

Sixth: The amendments do not effect a change in the amount of stated capital.

DATED this 19 day of January, 1998.

USGenWeb, INC.

LUCY N. DILL:  
Sole Incorporator



VERIFICATION

STATE OF IDAHO                     )  
  ) ss.  
County of Gem                     )

I, H. Ronald Bjorkman, a Notary Public, do hereby certify that on this 19<sup>th</sup> day of January, 1998, personally appeared before me LUCY N. DILL, who being by me first duly sworn, declared that she is the sole incorporator of USGenWeb, INC., that she signed the foregoing document as the incorporator of the corporation, and that the statements therein contained are true.

H. Ronald Bjorkman  
Notary Public for Idaho  
Residing at Emmett, ID  
My Commission Expires: Life