

FILED/EFFECTIVE

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SECRET
STATE OF IDAHO

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
CREW CONCEPTS, INC.

Pursuant to the provisions of Title 30, Chapter 1 of the Idaho Code, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

To amend the Articles of Incorporation of the corporation, by amending Article IV to read as follows:

"1. The aggregate number of shares which the corporation shall have authority to issue is:

- A. 23,529 shares of Preferred Stock;
- B. 49,500 shares of Class B. Common Stock;
- C. 500 shares of Class A Common Stock.

"Pursuant to Idaho Code §30-1-601, the preferences, limitations and restrictions of such shares of stock, by class, are as follows:

A. Preferred Stock shall have no voting rights, except in cases of corporate merger, share exchange or sale or exchange of all or substantially all of the assets of the corporation, and the holders of such Preferred Stock shall have dissenter's rights under Idaho Code §30-1-1302. Preferred Stock may receive a different dividend percentage than holders of Common Stock. In cases where holders of Preferred Stock are entitled to vote, they shall have one-half vote per share of stock.

B. Class B Common Stock shall have voting rights of one vote per share for election of directors or other actions of the corporation.

C. Class A Common Stock shall have voting rights of one hundred votes per share for election of directors or other actions of the corporation."

IDAHO SECRETARY OF STATE
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The foregoing amendment to the Articles of Incorporation was adopted by unanimous vote of the shareholders of the Corporation at a meeting of the

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shareholders of the Corporation held on the 14 day of AUGUST, 2000.

Except for the designated amendments, the Articles of Incorporation, correctly set forth without changing the corresponding provisions of the Article of Incorporation as heretofore amended, and that the Amended Articles of Incorporation, together with the designated amendment, supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the President of the Corporation has hereunto set her hand this 14 day of AUGUST, 2000.

CREW CONCEPTS, INC., an Idaho corporation,

By: Jane D. Crowe
Jane DeFrees Crowe, President
And Sole Shareholder

Subscribed and sworn to before me at the municipality of Delta, in the Province of British Columbia, this 14th day of AUGUST, 2000.

ROBERT A. STASIUK
Notary Public for BRITISH COLUMBIA
Residing in DELTA, BRITISH COLUMBIA
My Commission Expires: DECEMBER 31, 2000

ATTEST:

William DeNavon Crowe
William DeNavon Crowe, Vice-
President and Secretary