

ORIGINAL

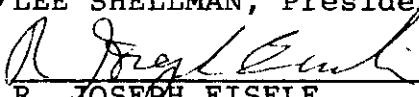
DETERMINATION OF PREFERENCES
OF
VIENNA INTERNATIONAL, LTD.
PREFERRED STOCK
SERIES A

In accordance with Idaho Code 30-1-16, it is hereby stated that VIENNA INTERNATIONAL, LTD. pursuant to a Resolution, a copy of which is attached and hereby incorporated as Exhibit "1", does hereby adopt the Resolution, establishing and designating a Series and fixing and determining the relative rights and preferences of Preferred Stock, Series A, of above named Corporation.

This Resolution was duly adopted by the Board of Directors on the 3 day of December, 1985.

IN WITNESS WHEREOF, the undersigned have executed this Determination in duplicate on this 3 day of December, 1985.


LEE SHELLMAN, President

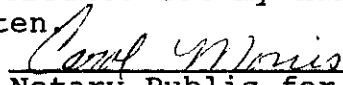

R. JOSEPH EISELE,
Secretary/Treasurer

STATE OF IDAHO)
ss.

County of Kootenai)

On this 3 day of December, 1985, before me, CAROL MARRIS, a Notary Public for the above State, personally appeared, LEE SHELLMAN, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

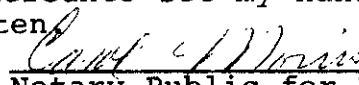

Notary Public for Idaho
Residing at: Boise, Idaho
Life Commission

STATE OF IDAHO)
ss.

County of Kootenai)

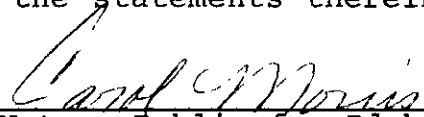
On this 3 day of December, 1985, before me, CAROL MARRIS, a Notary Public for the above State, personally appeared, R. JOSEPH EISELE, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public for Idaho
Residing at: Boise, Idaho
Life Commission

STATE OF IDAHO)
 ss
County of Kootenai)

I, CAROL MORRIS, a Notary Public, do hereby certify that on this 3rd day of December, 1985, personally appeared before me R. JOSEPH EISELE, who, being by me first duly sworn, declares that he is the Secretary/Treasurer of VIENNA INTERNATIONAL, LTD., and that the statements therein contained are true.



Notary Public for Idaho
Residing at Coeur d'Alene
Life Commission

RESOLUTION
OF
VIENNA INTERNATIONAL, LTD.

WHEREAS, the Corporation is authorized to issue FORTY NINE MILLION (49,000,000) shares of Common Stock, and ONE MILLION (1,000,000) shares of Preferred Stock, issuable from time to time in one or more series; and

WHEREAS, the Board of Directors is authorized within the limitations and restrictions contained in the Articles of Incorporation, to fix or alter the dividend rate, conversion rights, voting rights and terms of redemption, the redemption price or prices, and the liquidation preferences of any wholly unissued series of preferred shares, and the number of shares constituting any such series in the designation thereof; and

WHEREAS the Corporation has not previously issued any Preferred Shares, the Board of Directors desires to fix the terms of the initial series of such Preferred Shares and the number of shares constituting such series;

RESOLVED:

1. That the Corporation issue an initial series of Preferred Shares to be designated as Series A;
2. That the number of shares constituting such series be fixed at 100,000;
3. That the dividend rate of such shares is fixed at .15 Dollars per Share per year;
4. That the redemption price for such Series is fixed at ONE DOLLAR (\$1.00) per share, plus an amount equal to accrued and unpaid dividends thereon to the date fixed for redemption;
5. That the preferential amount payable to the holders of the shares of such Series, in the event of any voluntary liquidation, dissolution, or winding up of the Corporation is fixed at ONE DOLLAR (\$1.00) per share, plus an amount equal to all accrued and unpaid dividends thereon to the date payment is made available to the holders of such shares.

The holders of the Preferred Stock, Series A, shall be entitled to have and receive when and as declared from the surplus or net profits of the Corporation, cumulative yearly dividends at the rate of Fifteen (15%) percent per year and no more payable annually on dates to be fixed by the Directors.

That Series A Preferred Stock shall be convertible into Common Stock as hereinafter provided, and when so converted, such Preferred Stock shall be cancelled and retired and shall not be reissued as such, and the Common Stock shall be increased by an amount thereof equal to the amount of the Preferred Stock so converted.

At any time subsequent to the giving notice of redemption and prior to the close of business on the 20th day before the day of redemption specified in the redemption notice, each holder of Preferred Shares, Series A, called for redemption, on surrender of his share certificates at the Corporation's office, duly endorsed to the Corporation, and delivery to the Corporation of his written notice of intention to convert, shall be entitled to receive Twenty (20) shares of Common Stock for each share of Preferred Stock converted, plus One (1) Share of Common Stock for each Five Cents (\$.05) of any cumulative dividend unpaid. Should any increase or reduction of the number of outstanding shares of Common Stock occur after the date of the first issuance of the Preferred Stock by reason of any split, stock dividend, merger, consolidation, or other capital change or reorganization effecting the number of outstanding shares of Common Shares, the number of Common Shares to be issued to the holder of the Preferred Shares must be equitably adjusted by appropriate amendment of this paragraph so as to preserve equitably as far as reasonably possible the original conversion rights of the Preferred Shares.

Preferred Shares converted as provided above may not be reissued. The Corporation shall at all times reserve and keep available exclusively for the purpose of conversion of its Preferred Shares, a sufficient number of authorized but unissued Common Shares to effect a conversion of all Preferred Shares outstanding.

On conversion no fractional Common Shares shall be issued, but in lieu thereof the Corporation shall pay cash.

FURTHER RESOLVED that the Chairman of the Board, the President, or any Vice President, Secretary, or Treasurer are

hereby authorized and directed to prepare and file a certificate of determination of preferences in accordance with this Resolution and provision of Idaho Code 30-1-16.

DATED this 3 day of December, 1985.


LEE SHELLMAN, Director


MARTIN G. CLEMETS, Director


R. JOSEPH EISELE, Director