

**THIRD ARTICLES OF AMENDMENT  
TO  
FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AVENUEME, INC.**

FILED/EFFECTIVE  
DEC 19 PM 3:39  
STATE OF IDAHO  
IDaho SECRETARY OF STATE  
12/20/2002 05:00  
CK: 301925 CI: 7012 MI: 652433  
1 38.00 = 38.00 AMEND PROF 1.2

Pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporation Act (the "**IBCA**"), AVENUEME, INC., an Idaho corporation (the "**Corporation**"), hereby adopts the following Third Articles of Amendment to its First Amended and Restated Articles of Incorporation (the "**Articles**"):

**FIRST:** The name of the Corporation is **AvenueMe, Inc.**

**SECOND:** Section 4.2 of Article IV of the Articles is amended in its entirety to read as follows:

**4.2** The Preferred Stock authorized by these Articles may be issued from time to time in one or more series. Ten Million Five Hundred Thousand (10,500,000) shares shall be designed "Series A Preferred Stock." The rights, preferences, privileges and restrictions imposed on the Series A Preferred Stock are as set forth below in this Section 4.2. The Corporation's Board of Directors (the "**Board of Directors**") is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Preferred Stock, and the number of shares constituting any such series and the designation thereof (each, a "**Preferred Stock Designation**"). Subject to compliance with applicable protective voting rights which have been or may be granted to the Preferred Stock or series thereof in a Preferred Stock Designation or the Corporation's Articles of Incorporation or otherwise ("**Protective Provisions**"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such additional series may be subordinate to, *pari passu* with (including, without limitation, inclusion in provisions with respect to acquisition preferences, dividend rights, rights and preferences upon dissolution and liquidation, conversion features, redemption and/or approval of matters by vote or written consent and any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof, or senior to, any of those of any present or future class or series of Preferred or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such

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decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**SECTION 1. DESIGNATION.**

Hereby designated as "Series A Preferred Stock" are 10,500,000 shares of the Convertible Preferred Stock, Series A, of the Corporation, with the powers, rights, preferences, qualifications, limitations and restrictions specified herein.

**THIRD:** The remainder of the Articles, including without limitation Article IV, as hereby amended, shall remain in full force and effect.

**FOURTH:** The foregoing amendment was adopted by the Board of Directors and the holders of Series A Preferred Stock of the Corporation by unanimous consent resolutions, dated effective as of November 26, 2002. The foregoing amendment did not require the approval of the holders of Common Stock of the Corporation.

**FIFTH:** The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

\* \* \*

EXECUTED IN DUPLICATE this \_\_\_\_ day of December, 2002.

AVENUEME, INC..

By: Paul M. Boyd  
Paul M. Boyd  
Corporate Secretary