

FILED/EFFECTIVE
11/28/2001 05:00
SAC/AMEND PROF # 2

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
Capital Matrix, Inc.**

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation adopts the following Amendment to its Articles of Incorporation:

FIFTH ARTICLE

RESOLVED that the Fifth Article of the Articles of Incorporation of the Corporation be amended to read in full as follows:

The management of this Corporation shall be vested in a Board of Directors of not less than five nor more than twenty one Directors, as may be fixed by the By-Laws, who *must meet at least quarterly. Meetings of the Shareholders or Board of Directors shall be held at locations designated by the Board of Directors.*

DATE OF MEETING FOR ADOPTION

The date of the meeting of shareholder at which the amendment was adopted is November 15, 2000.

**NUMBER OF SHARES OUTSTANDING AND
NUMBER OF SHARE ENTITLE TO VOTE**

The number of shares outstanding and the number of shares entitle to vote on the amendment was as follows:

OUTSTANDING SHARES
25

SHARES ENTITLED TO VOTE
25

IDAHO SECRETARY OF STATE
11/28/2001 05:00
CK: 6981 CT: 2630 BH: 431687
1 @ 30.00 = 30.00 AMEND PROF # 2

C 42139

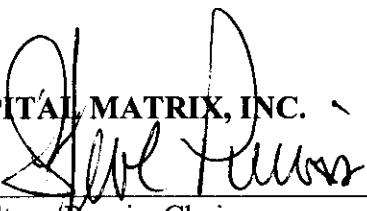
VOTE ON AMENDMENT

The number of shares voting for the amendment was 15, and the number of shares voting against the amendment was 0. The amendment was adopted by a majority of the votes that shareholders present at the meeting in person or by proxy were entitled to cast.

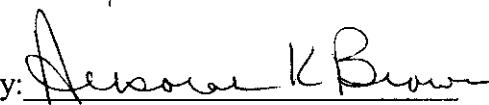
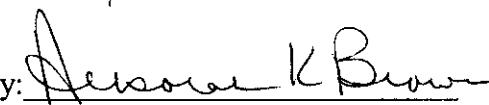
Dated: 11-15-00

CAPITAL MATRIX, INC.

By:


Steve Purvis, Chairman

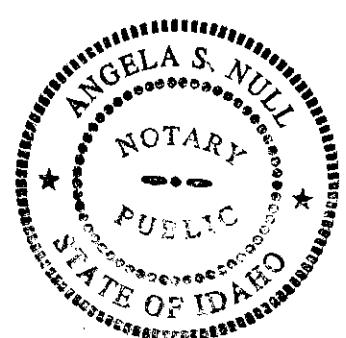
Dated: 11-15-00


By: 
Deborah K. Brown, Secretary

STATE OF IDAHO)
ss.
COUNTY OF ADA)

On the 15th day of Nov., in the year 2000, before me, a Notary Public in and for said State, personally appeared Steve Purvis and Deborah K. Brown known or identified to me to be the Chairman and Secretary of the corporation that executed the within instrument on behalf of the corporation therein named and acknowledged to me that such corporation executed the same.

WITNESS my hand and official seal.




Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires June 10, 2006