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~~STATE OF IDAHO~~

ARTICLES OF CORRECTION

The undersigned Corporation hereby submits these Articles of Correction to the Secretary of the State of Idaho pursuant to the provision of Section 30-1-124 of the Idaho Business Corporation Act.

1.   The name of the surviving Corporation is Hedweld U.S.A., Inc., an Idaho corporation.

2.   Articles of Merger, with a Plan of Merger attached were filed on October 4, 2002 with the Idaho Secretary of State, a copy of which is attached hereto.

3.   Paragraphs 3 and 4 of the Articles of Merger contain an inaccuracy, in that each of these paragraphs state that there are one hundred thousand (100,000) shares outstanding. The correct number of shares outstanding is fifty thousand (50,000) shares. Therefore, paragraphs 3 and 4 of the Articles of Merger are corrected to read as follows:

3.   As to Hedweld U.S.A., Inc., a California corporation, the number of shares outstanding, all such shares being common stock of one class, entitled to vote on the Plan are fifty thousand (50,000) shares. The total number of shares voted for and against the Plan are as follows:

Name of Corporation	Shares Voted For	Shares Voted Against
Hedweld U.S.A., Inc.	50,000	0

4.   As to Hedweld U.S.A., Inc., an Idaho corporation, the number of shares outstanding, all such shares being common stock of one class, entitled to vote on the Plan are fifty thousand (50,000) shares. The total number of shares voted for and against the Plan are as follows:

Name of Corporation	Shares Voted For	Shares Voted Against
Hedweld U.S.A., Inc.	50,000	0

DATED this __29__ day of November 2002.

HEDWELD U.S.A., INC., an Idaho
Corporation

By: _Ryan Hedley._

Robert Ian Hedley, President

By: _Julie Mavay_

Julie Mavay, Secretary

HEDWELD U.S.A., INC., a California
corporation

By: _Ryan Hedley_

Robert Ian Hedley, President

By: _Julie Mavay_

Julie Mavay, Secretary

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