

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

VALBOIS INCORPORATED

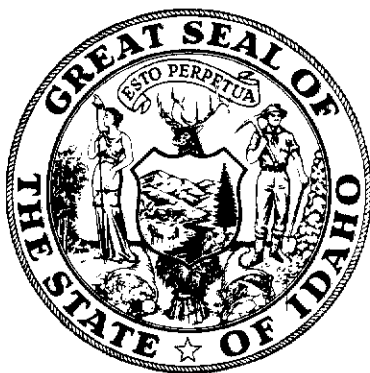
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

VALBOIS INCORPORATED

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ **April 25** _____, 19 **89** _____



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

When filed please return to:

Jack N. Rudel, Esq.

ROBBINS & GREEN, P.A.

3300 N. Central Ave.

Suite 1800

Phoenix, AZ 85012

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
VALBOIS INCORPORATED

VALBOIS INCORPORATED, an Idaho corporation (the "Corporation"), hereby adopts the following Articles of Amendment in accordance with Section 30-1-61 of the Idaho Code.

FIRST: The name of the Corporation is Valbois Incorporated.

SECOND: The document attached hereto as Exhibit "A" sets forth the amendments to the Articles of Incorporation of the Corporation as adopted by the shareholders of the Corporation.

THIRD: The foregoing amendments to the Articles of Incorporation of the Corporation were adopted by the Corporation's shareholders on January 9, 1989.

FOURTH: The outstanding capital stock of the Corporation at the time of the adoption of the amendments to the Articles of Incorporation consisted of one million two hundred thousand (1,200,000) shares of voting common stock, and the number of shares entitled to vote thereon was one million two hundred thousand (1,200,000).

FIFTH: The number of shares of the Corporation's common stock that voted for and against the amendments are as follows:

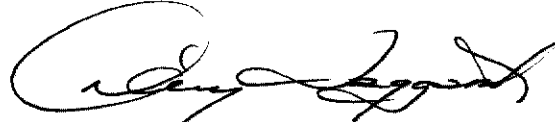
- A. 1,200,000 For
- B. -0- Against

SIXTH: The exchange of issued and outstanding shares of common stock of the Corporation for an equal number of shares of Class A Common Stock of the Corporation shall be accomplished by the surrender of all outstanding share certificates to the Corporation and the issuance and delivery of new Class A Common Stock share certificates in their stead.

SEVENTH: These Articles of Amendment shall become effective upon the issuance of the Certificate of Amendment by the Secretary of State of the State of Idaho, or on such later date, not more than thirty (30) days subsequent to the filing of these Articles of Amendment with the Secretary of State.


DATED: January 10, 1989

VALBOIS INCORPORATED



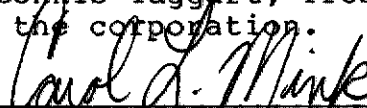
Dennis Taggart, President

ATTEST:


Donna Taggart, Secretary

STATE OF ARIZONA)
) ss:
County of Maricopa)

The foregoing instrument was acknowledged before me this 10th day of January, 1989, by Dennis Taggart, President of VALBOIS INCORPORATION, on behalf of the corporation.

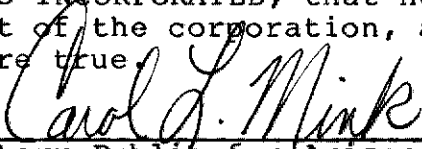

Notary Public

My commission expires:

My Commission Expires May 30, 1992

STATE OF ARIZONA)
) ss:
County of Maricopa)

I, Carol L. Mink, a notary public, do hereby certify that on the 10th day of January, 1989, personally appeared before me Dennis Taggart, who, being by me first duly sworn, declared that he is the President of VALBOIS INCORPORATED, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Notary Public for Arizona
Residing at 1738 E. Paradise Lane
Phoenix, AZ 85022

My commission expires:

My Commission Expires May 30, 1992

EXHIBIT "A"
AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
VALBOIS INCORPORATED

Article V of the Articles of Incorporation of Valbois Incorporated is amended and restated as follows:

ARTICLE V - SHARES

The Corporation shall have the authority to issue two classes of stock consisting of (i) Ten Million (10,000,000) shares of Class A Common Stock with a par value of One Mil (\$.001) each (hereinafter the "Class A Common Stock"), and (ii) Ten Million (10,000,000) shares of Class B Common Stock with a par value of One Mil (\$.001) each (hereinafter the "Class B Common Stock").

All shares of common stock of the Corporation authorized and issued prior to the effective date of this amendment and restatement of Article V shall be changed into the same number of shares of Class A Common Stock.

Each share of Class B Common Stock of the Corporation shall entitle the holder thereof to two (2) votes, and each share of Class A Common Stock shall entitle the holder thereof to one (1) vote, on any matter requiring a vote of the shareholders. At each election for directors of the Corporation each shareholder shall have the right to cumulate votes.

Except as to voting rights, as provided above, there shall be no other preferences or distinctions between the classes of shares, and each share of issued and outstanding stock of either class shall participate equally in all rights, privileges and distributions with every other such issued and outstanding share. By way of illustration, and not as a limitation, each share shall have equal rights: (i) to receive dividends of the Corporation; and (ii) in the assets of the Corporation upon the voluntary or involuntary liquidation of the Corporation.

To the extent not expressly limited or denied herein, holders of common stock of the Corporation shall have preemptive rights to purchase any shares hereafter issued or securities convertible, exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares; provided, however, that the Class A Common Stock shall have such preemptive rights only in Class A Common Stock or in securities that may be converted into Class A Common Stock or in rights to acquire Class A Common Stock, while the Class B Common Stock shall have such preemptive rights only in Class B Common Stock or in securities convertible into or in rights to acquire Class B Common Stock. The preemptive right set forth in this Article V shall be only an opportunity to acquire shares or other securities under such terms and conditions as prescribed by the Board of Directors.

The Board of Directors of the Corporation shall not have the authority to issue capital stock of the Corporation except in a ratio of three (3) shares of Class A Common Stock to one (1) share of Class B Common Stock unless this requirement is waived by a majority of all issued and outstanding Class B Common Stock. Notwithstanding the foregoing, the Board of Directors of the Corporation in its initial issuance of shares of Class B Common Stock shall be entitled to take into account any issued and outstanding shares of Class A Common Stock in calculating the mandatory ratio of three (3) shares of Class A Common Stock to one (1) share of Class B Common Stock.

The shares of this Corporation may be issued for cash, other property, tangible or intangible, or for services actually performed for the Corporation, and upon such conditions and terms as may be determined by the Board of Directors, who shall have full power and authority to fix the value of the property or services for which shares may be issued and whose valuations shall be conclusive, and the shares so issued shall be fully paid and non-assessable.

The Board of Directors may from time to time cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the Corporation.

ARTICLE VI - DIRECTORS

Article VI of the Articles of Incorporation of Valbois Incorporated is hereby amended to increase the size of the Board of Directors to not more than eleven (11) members.