

State of Idaho

Department of State

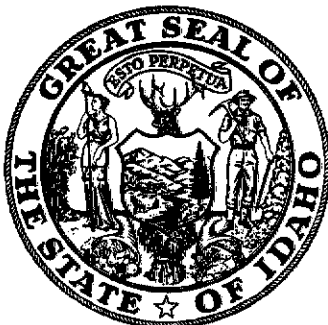
CERTIFICATE OF AMENDMENT OF

NANOTEK, INC.
File Number C 79196

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 NANOTEK, INC. 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: August 9, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By 

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NANOTEK, INC.**

AUG 9 9 14 AM '94
SECRETARY OF STATE

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Nanotek, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on August 1, 1994, in the manner prescribed by the Idaho Business Corporation Act:

Article V of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE V

The capital stock of the corporation shall be two million three hundred thousand (2,300,000) shares of Common Stock, without par value, and two million three hundred thousand (2,300,000) shares of Class A Preferred Stock without par value. The Common Stock of the corporation is non-assessable. The rights and privileges of the classes of stock are as follows:

a. Class A Preferred Stock.

The holders of the Class A Preferred Stock shall be entitled to receive such dividends as shall be declared from time to time by the Board of Directors out of funds legally available therefore. Dividends of \$5.00 per share of Class A Preferred Stock shall have been declared and paid before any dividends shall be payable to the holders of Common Stock. At such time as total dividends of \$5.00 per share have been

IDAHO SECRETARY OF STATE
19940809 0900 19667 2
CORP
10 30.00= 30.00
CUST# 2367

declared and paid with respect to Class A Preferred Stock, all dividends declared thereafter by the Board of Directors shall be allocated among the shareholders with each share of Class A Preferred Stock receiving the same dividend as each share of Common Stock. The holders of the Class A Preferred Shares shall have a preference to receive proceeds on the voluntary or involuntary dissolution of the company equal to the sum of \$5.00 per share for each share of Class A Preferred Stock then outstanding, less the aggregate amount of all preference dividends previously paid with respect to Class A Preferred shares. If the total dividends paid to the holders of Class A Preferred Stock equals or exceeds \$5.00 for each share outstanding at the time of liquidation, the holders of Class A Preferred shares shall have no preference on dissolution of the corporation. At such time as the holders of Class A Preferred shares no longer have a preference on dissolution of the corporation, all dissolution proceeds shall be allocated among the shareholders with each share of Class A Preferred Stock receiving the same allocation as each share of Common Stock.

b. Common Stock.

The Common Stock shall carry all voting rights of the corporation. The Common Stock shall be entitled to such dividends as shall be declared from time to time by the Board of Directors, after the corporation shall have declared and paid any preference dividends to the holders of Class A Preferred shares. After the Class A Preferred shares have received the maximum \$5.00 of preference dividend payments, thereafter such share of the corporation, whether Common or Class A Preferred, shall have the same dividend rights. The holders of Common Stock shall receive no payment on dissolution of the corporation until the holders of the Class A Preferred shares shall have received the preference specified above. After the preference on dissolution is satisfied, each share of Common Stock shall receive the same dissolution as each share of Class A Preferred Stock.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 426,542 and the number of shares entitled to vote thereon was 426,542.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	182,440
Class A Preferred	244,102

FIFTH: The number of shares voted for such amendment was 329,914; and the number of shares voted against such amendment was zero.

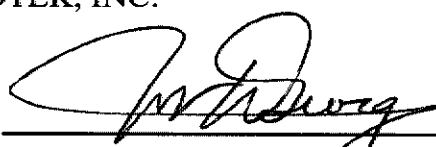
SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:


<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	182,440	-0-
Class A Preferred	147,474	-0-

SEVENTH: The original Articles of Incorporation are confirmed in all other respects.

Dated this 8 day of August, 1994.

NANOTEK, INC.

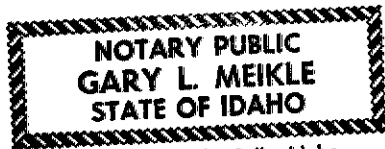
By: 
Joseph George, President

By: 
Barbara George, Secretary

STATE OF IDAHO)
)ss.
County of Bonneville)

I, the undersigned, a notary public, do hereby certify that on this 8 day of August, 1994, personally appeared before me Joseph George, who, being by me first duly sworn, declared that he is the President of Nanotek, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(seal)



Residing at Idaho Falls, Idaho
My Commission Expires Dec. 13, 1997

G:\WPDATA\GLM\6892\ARTAME01.COR:as

Gary L. Meikle
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 12/13/97