

State of Idaho

Department of State

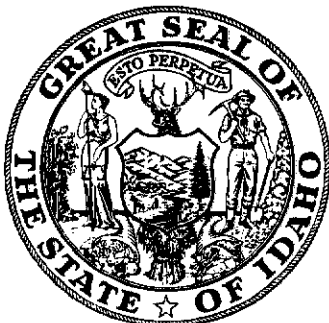
CERTIFICATE OF AMENDMENT OF

AMERIMALL INTERNATIONAL, INC.
File Number C 113569

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 AMERIMALL INTERNATIONAL, INC., changing the corporate name to SEREL, INC., duly executed 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: June 6, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF AMERIMALL INTERNATIONAL, INC., AN IDAHO CORPORATION

Pursuant to a resolution presented by the Board of Directors and unanimously adopted and approved by the Officers and Shareholders of AmeriMall International, Inc. on May 28, 1996, the undersigned, acting as the Officers and Shareholders of AmeriMall International, Inc., a corporation duly organized under the Idaho Business Corporation Act, hereby amend Articles I, V, VI, VII, VIII, IX and X of the Articles of Incorporation for AmeriMall International, Inc. on file with the Secretary of State, and hereby restate, in their place, the following Articles of Incorporation for said corporation, as allowed under Idaho Code §30-1-58 and in accordance with §30-1-59 and § 30-1-64. Except for the designated amendments, the restated articles of incorporation correctly set forth, without change, the corresponding provisions of the articles of incorporation and supersede the original articles of incorporation.

ARTICLE I

NAME

The name of this corporation shall be Serel, Inc.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized is

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(1) The ownership and management of a retail sales and marketing business, together with warehousing, manufacturing and anything incidental thereto.

(2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as Idaho Falls, Idaho. The registered office of the corporation shall be 6760 West 129th North, Idaho Falls, Idaho 83402. The name of the registered agent is Daniel Ward, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The aggregate number of shares which the corporation shall have authority to issue is Fifty-Thousand (50,000), all of one class, without par value and with full preemptive rights under the Idaho Business Corporation Act.

The corporation's share holders may, from time to time, distribute to themselves out of the corporation's capital surplus a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the stockholder receiving the same concurrently with the distribution thereof.

ARTICLE VI

STOCK HOLDERS

The names and addresses of the Stockholders are:

<u>Name</u>	<u>Address</u>
Ronald D. Thinnes	2305 Louise Ln. Idaho Falls, Idaho 83402
Larry J. Womack	262 North 1200 West Clearfield, Utah 84015
Bruce E. Fuller	2341 Louise Ln. Idaho Falls, Idaho 83402
Daniel D. Ward	6760 West 12th North Idaho Falls, ID 83402

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the current Board of Directors of the corporation is Four (4), with a minimum of two (2) and a maximum of six (6) thereafter, and the name and address of the persons who are to serve as Directors until the next annual

meeting of the stockholders or until their successor(s) are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Ronald D. Thinnes	2305 Louise Ln. Idaho Falls, Idaho 83402
Larry J. Womack	262 North 1200 West Clearfield, Utah 84015
Bruce E. Fuller	2341 Louise Ln. Idaho Falls, Idaho 83402
Daniel D. Ward	6760 West 12th North Idaho Falls, ID 83402

The Directors of the corporation shall not receive compensation for their services as Directors, unless so designated by a majority vote of Stockholders, excluding the vote of any Stockholder who is a Director being considered for such compensation.

ARTICLE VIII

AMENDMENTS

At the time of when these Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Officers and Shareholders of AmeriMall International, Inc. by resolution on May 28, 1996, One Thousand (1,000) shares of no par value voting stock were entitled to vote. All of the Stockholders holding those shares voted in favor of the resolution adopting and

DATED this 28 day of May, 1996.

STOCKHOLDERS
Serel, Inc. formerly
AmeriMall International, Inc.

Ronald D. Thinner
Ronald D. Thinner

Larry J. Womack
Larry J. Womack

Bruce E. Fuller
Bruce E. Fuller

Daniel D. Ward
Daniel D. Ward

[illegible]

Constance M. Smith
Notary Public for Idaho
Residing at Idaho Falls, ID
My commission expires: 5/23/97

(SEAL) :