

State of Idaho

Department of State

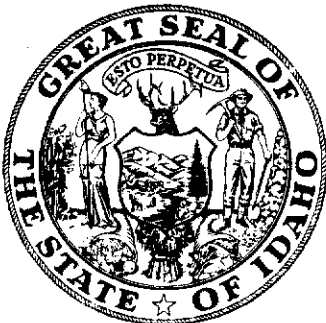
CERTIFICATE OF AMENDMENT OF

SAMURAI, LTD.
File Number C 97570

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 SAMURAI, LTD. 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: January 16, 19972



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
SAMURAI, LTD.

JAN 10 1997
1997 SECRETARY OF STATE
DATE 01/16/1997 0900 55540
CX # 11301752 2046
AMENDED PROF 30.00
EXPEDITE 10 20.00 20.00
10

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: Samurai, Ltd.

SECOND: The following amendments of the Articles of Incorporation were adopted by the Shareholders of the corporation on January 8, 1997 in the manner prescribed by the Idaho Business Corporation Act:

6. The number of directors of the corporation shall be fixed in accordance with the Bylaws of the corporation and the laws of the State of Idaho.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 73,500 Outstanding Shares; and the number of shares entitled to vote thereon was 73,500.

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

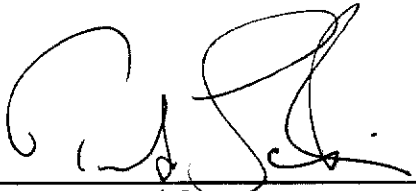
<u>Class</u>	<u>Number of shares</u>
B	73,500

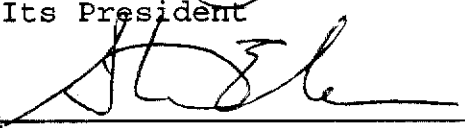
FIFTH: The number of shares voted for such amendment was 49,000 Voted for Shares and the number of shares voted against such amendment was 24,500 Voted against Shares.

SIXTH: The number 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 for</u>	<u>Number of Shares Against</u>
B	49,000	24,500

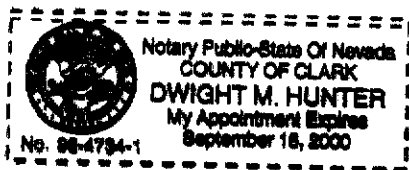
Dated: January 9, 1997

By _____
Its President

and _____
Its Secretary

STATE OF Nevada)
COUNTY OF Clark) ss

I, Dwight M. Hunter, a notary public, do hereby certify that on this 13th day of January 1997, personally appeared before me Todd S. Larkin, who, being by me first duly sworn, declared that he is President of Samurai, Ltd., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Dwight M. Hunter
Notary Public for

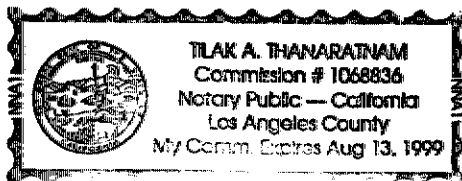
Residing at: _____
(Notarial Seal)

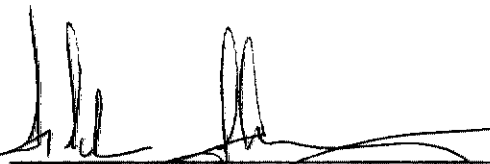
My Commission Expires: 9-18-2000

STATE OF CALIFORNIA)
COUNTY OF Los Angeles) ss

I, Tilak Thanaratnam, a notary public, do hereby certify that on this 10 day of JANUARY 1997, personally appeared before me STEVEN EDWARDS, who, being by me first duly sworn, declared that he is

_____ of _____, that he signed the foregoing document as _____ of the corporation, and that the statements therein contained are true.




Notary Public for _____

Residing at: _____
(Notarial Seal)

My Commission Expires: _____

168941L.1