

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

HEALTH SHIELD, INC.
File Number C 117831

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 HEALTH SHIELD, 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: May 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Chris Hedberg

97 MAY 27 PM 4:02
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
HEALTH SHIELD, INC.**

MAY 19 3 49 PM '97
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-59 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Health Shield, Inc. ("Corporation").

**ARTICLE II
AMENDMENT ADOPTED**

The following amendment to the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED that **ARTICLE VII** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

ARTICLES OF AMENDMENT - 1

IDAHO SECRETARY OF STATE
DATE 05/19/1997
0900 94250 2
CK #: 9185 CUST# 14917
AMEND PRDF 1@ 30.00= 30.00

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ARTICLE VII
SHARES

The classes, aggregate number and par value per share of the shares that the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Voting Common	1,000	No Par Value
Non-Voting Common	1,000	No Par Value

The Non-Voting Common shares and the Voting Common shares shall have identical rights except that the Non-Voting Common shares shall not entitle the holder thereof to vote on any matter unless specifically required by law.

ARTICLE III
METHOD AND EFFECTIVE DATE OF ADOPTION OF AMENDMENT

The amendment was adopted, without the necessity of a meeting of shareholders, by the unanimous consent of the directors and shareholders of Health Shield, Inc. in the manner prescribed by the Idaho Business Corporation Act. The effective date of the unanimous consent action of the directors and shareholders of Health Shield, Inc. at which the amendment was adopted is March 1, 1997.

HEALTH SHIELD, INC.

Dated: March 1st, 1997

By: 

Eric L. Haft, President

By: 

Vicki Rice, Secretary