



CERTIFICATE OF AMENDMENT
OF

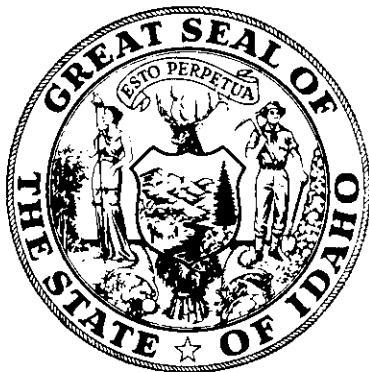
SOUTHWESTERN FINANCIAL CORPORATION

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 UNIVEST TECHNOLOGIES, 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 October 11, 19 85.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SOUTHWESTERN FINANCIAL CORPORATION
an Idaho Corporation

RECORDED
INDEXED
OCT 11 1985

Pursuant to the provisions of the Idaho Code, the following Amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on September 19, 1985, in the manner prescribed by the Idaho Code:

FIRST: The name of the corporation is hereby changed to UNIVEST TECHNOLOGIES, INC.

THIRD: The third Article of the Articles of Incorporation is hereby amended to read as follows:

The corporate headquarters of the company shall be 880 Third Avenue, New York, New York 10022.

SIXTH: The Sixth Article of the Articles of Incorporation is hereby amended to read as follows:

The capital of the corporation shall be \$150,000, consisting of 15,000,000 shares of common stock of a par value of \$.01 per share which shall be the only class of stock of the corporation. Each share of common stock shall be entitled to one vote and there shall be no cumulative voting. The stock shall be non-assessable for any purpose.

In connection with the adoption of the foregoing amendments, in order to effect the change in the amount of stated capital brought about thereby, and in order to effect any exchange, reclassification or cancellation of issued shares provided for by said amendment, the President and Secretary of the Corporation are hereby authorized and directed upon surrender of certificates representing One share of Ten Cent (\$.10) par value common stock, to issue to the record holder thereof certificates representing One share of One Cent (\$.01) par value common stock. The stated capital of the corporation is decreased by the foregoing amendments from \$805,513.20 to \$80,551.32.

The foregoing amendments were adopted pursuant to a resolution adopted by the Board of Directors of the Corporation that the specified amendments effected hereby be incorporated into the Articles of Incorporation by the shareholders on September 19, 1985 as of which date there were 8,055,132 shares outstanding, and 8,055,132 shares entitled to vote on said amendment; the number of shares voted in favor of such amendment was 6,000,000, the number of shares voted against such amendment was none.

DATED September 23, 1985



PRESIDENT



SECRETARY

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

The undersigned, President and Secretary respectively, of Southwestern Financial Corporation, a corporation organized and existing under the laws of the State of Idaho, do hereby certify that at a special shareholders meeting of said Corporation properly called on September 19, 1985, the foregoing amendments to the Articles of Incorporation of said Corporation were adopted and authorized by more than fifty percent of the outstanding and issued shares of said Corporation, which shares were properly represented and voted at said meeting; that said meeting was held pursuant to a resolution of the Board of Directors setting forth the amendments along with the reverse split of the issued and outstanding shares, and directing that they be submitted to a vote at a special meeting of shareholders, that written notice of said special meeting, which notice set forth the proposed amendments, was given to each shareholder of record entitled to vote thereon more than ten (10) days prior to the holding of said meeting by first class mail; the undersigned further certify that the foregoing amendments to the Articles of Incorporation of said corporation correctly set forth the amendments adopted by the shareholders and correctly state the date of adoption thereof, the number of shares outstanding, the number of shares voted for and against such amendment.

Paul J. Hall
President

Joan Patterson
Secretary

SUBSCRIBED AND SWORN to before me this 8th day of October, 1985.

J. Nelson
NOTARY PUBLIC, Residing in

My Commission Expires:
3-6-89