

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

RED MOUNTAIN MINING CORPORATION

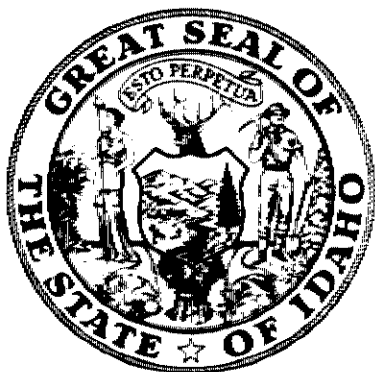
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

SINGOLD U.S.A., 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 June 3, 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF AMENDMENT
JUN 3 3 40 PM '88
ARTICLES OF INCORPORATION
SECRETARY OF STATE

MAY 27 4 32 PM '88
SECRETARY OF STATE

Pursuant to the provisions of the Idaho Business Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Red Mountain Mining Corporation.

SECOND: The following amendments to the Articles of Incorporation were adopted by the sole member of the Board of Directors of the corporation, there being no shares of the corporation issued and outstanding, on May 13, 1988, as prescribed by the Idaho Business Corporation Act.

THIRD: The amendments to the Articles of Incorporation of the corporation are as follows:

1. Article I is amended to read in its entirety as follows:

"The name of the corporation is:
Sungold U.S.A., Inc."

2. Paragraph C of Article V is amended to read in its entirety as follows:

"C. Cumulative Voting.
Cumulative voting of shares in the election of directors is not allowed."

3. Article XII is amended to read in its entirety as follows:

A director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such elimination of liability is not permitted under the Idaho Business Corporation Act as the same exists or may hereafter be amended. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation shall not affect adversely any elimination of liability, right or protection of a director of the corporation with

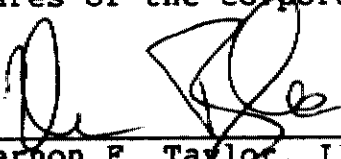
respect to any breach, act, omission or transaction of such director occurring prior to the time of such repeal or modification.

FOURTH: None of the shares of the Corporation's authorized capital stock is outstanding.

FIFTH: The amendments do not involve any exchange, reclassification, or cancellation of issued shares.

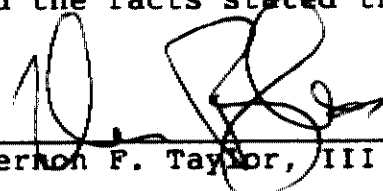
SIXTH: The amendments do not effect a change in the amount of stated capital of the Corporation.

IN WITNESS WHEREOF, the undersigned, as the sole director of the Corporation, has executed these Articles of Amendment on May 24, 1988, there being no shares of the corporation issued and outstanding.



Vernon F. Taylor, III,
Sole Director

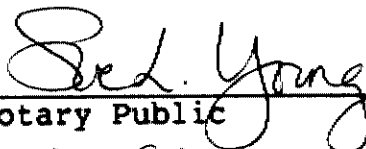
I, Vernon F. Taylor, III, sole director of Red Mountain Mining Corporation, an Idaho corporation, do hereby acknowledge that these Articles of Amendment are the act and deed of Red Mountain Mining Corporation, and the facts stated therein are true.



Vernon F. Taylor, III

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On this 24th day of May, in the year 1988, before me, Sue L. Young, a Notary Public, personally appeared Vernon F. Taylor, III, known or identified to me to be the person who executed and verified this instrument, and acknowledged to me that he executed and verified the same.

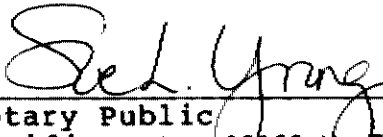


Notary Public

My Commission Expires: 4-21-90.

STATE OF COLORADO)
)
COUNTY OF DENVER) ss.

I, Sue L. Young, a notary public, do hereby certify that on this 24th day of May, 1988, personally appeared before me Vernon F. Taylor, III, who, being by me first duly sworn, declared that he is the sole director of Red Mountain Mining Corporation, that he signed the foregoing document as sole director of the corporation, and that the statements therein contained are true.



Notary Public
Residing at: 10120 W. 73rd Place
Arvada, CO 80005
My Commission Expires: 4-21-90

(Notarial Seal)