

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
PUGUBOP, INC.

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SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Sections 30-1-102 and 30-1-106 of the Idaho Code, the undersigned, acting as the President, Secretary and sole Shareholder of the above referenced corporation, certifies the adoption of the following Articles of Amendment to the Articles of Incorporation of Pugubop, Inc.:

I.

Name

The name of the corporation is PUGUBOP, INC.

II.

The Board of Directors of Pugubop, Inc., has approved an amendment to Article IV of the Articles of Incorporation which states: "The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of non-assessable, common stock having no par value," to be amended to read as follows:

The aggregate number of shares which the corporation shall have authority to issue is one million (1,000,000) shares of non-assessable, common stock having no par value.

III.

The date of the amendment to Article IV was adopted on August 1, 1997.

IDAHO SECRETARY OF STATE
09/08/1997 09:00
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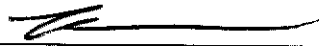
IV.

Pursuant to Idaho Code Section 30-1-102(4), the Board of Directors of Pugubop, Inc. have adopted the above-described amendment to the Articles of Incorporation without shareholder's action to change each issued and unissued authorized share of outstanding class into a greater number of whole shares as the corporation has only one share of class outstanding.

V.

Pursuant to Idaho Code Section 30-1-105, the Board of Directors have adopted the above-described amendment to the Articles of Incorporation prior to issuance of any shares.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of said Corporation this 26 day of August, 1997.


Michael Miller, President and Director


Heidi Davies Miller, Secretary and Director

STATE OF IDAHO

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) ss.:

County of Blaine

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I, Brian Barsotti, a Notary Public, do hereby certify that on this 26th day of August, 1997, personally appeared before me, MICHAEL MILLER and HEIDI DAVIES MILLER, President and Secretary of Pugubop, Inc., respectively, who, being by me first duly sworn, declared that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Brian Barsotti

Notary Public for Idaho

Residing at Ketchikan

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