

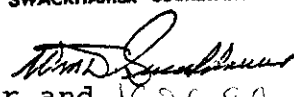
FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

CERTIFICATE OF AMENDMENT OF INCORPORATION

OF SANDCREEK ENTERPRISES, INCORPORATED

OCT 2 1980

WM. SWACKHAMER - SECRETARY OF STATE

THE UNDERSIGNED, Y. Mansfield, S. C. Becker and   
No. 1626-80

K. McMahon, hereby certify that:

1. They are all the original incorporators of Sandcreek Enterprises Incorporated, a Nevada corporation.
2. The original Articles of Incorporation of the corporation were filed on March 20, 1980 with the Secretary of State for the State of Nevada, and on March 20, 1980 with the County Clerk for Washoe County, Nevada.
3. To the date of this Certificate, no part of the capital of the Corporation has been paid.
4. Article FOURTH of the Articles of Incorporation of Sandcreek Enterprises Incorporated is hereby amended and revised to read as follows:

"FOURTH. The total number of shares that may be issued by the corporation is one hundred thousand (100,000) shares without nominal or par value.

Such shares without nominal or par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors.

No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or



subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors, in its discretion from time-to-time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

WE, THE UNDERSIGNED, being each of the original incorporators hereinbefore named for the purpose of amending the Articles of Incorporation pursuant to the General Corporation Law of the State of Nevada, do make and file this Certificate of Amendment of Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly adhere to set our hands this 22nd day of September, 1980.



Y. Mansfield  
Y. Mansfield

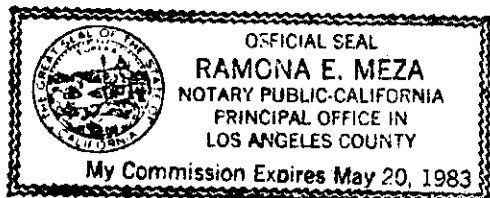
S. C. Becker  
S. C. Becker

K. McMahon  
K. McMahon

STATE OF CALIFORNIA     )  
                                  ) ss.  
COUNTY OF LOS ANGELES    )

On this 22nd day of September, 1980, before me, a Notary Public for the State of California, personally appeared Y. MANSFIELD, S. C. BECKER, and K. McMAHON, who separately acknowledged that they executed the above instrument.

WITNESS my hand and official seal.



Ramona E. Meza  
Notary Public in and for said State.