

State of Idaho

Department of State

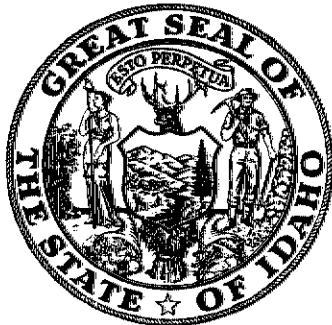
CERTIFICATE OF AMENDMENT OF

BURNETT OVERSEAS TRADING, INC.
File Number C 95846

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 BURNETT OVERSEAS TRADING, INC., changing the corporate name to TREASURE CHEST, 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 15, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

Mar 15 1996
STATE OF IDAHO
SECRETARY OF STATE

MINUTES OF SHAREHOLDERS AND DIRECTORS MEETING

BURNETT OVERSEAS TRADING, INC.

The meeting was held at Dayton, Idaho on November 12, 1995, to discuss changing the name of the Corporation from BURNETT OVERSEAS TRADING, INC. to TREASURE CHEST, INC. It was unanimously agreed that the name TREASURE CHEST, INC. should be the new corporate name.

Formal advance notification of this meeting is hereby waived by the undersigned.

SHAREHOLDERS: Vynette Burnett Vynette Burnett
Melinda White Melinda White
Michael Burnett Michael Burnett

DIRECTORS: Vynette Burnett Vynette Burnett
Alva G. Burnett Alva G. Burnett

IDAHo SECRETARY OF STATE
DATE 03/25/1996 0900 48398

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