

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

INNOVATIVE DESIGN, INC.

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 INNOVATIVE
DESIGN, 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 March 19, 19 37.

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF INNOVATIVE DESIGN, INC.

Pursuant to the provisions of Idaho Code Section 30-1-59, et. seq., the undersigned corporation adopts the following Articles of Amendment to its existing Articles of Incorporation as amended. All outstanding shares were entitled to one vote per share. The Amendment to Articles has been voted upon and approved by 100% of all shareholders of all outstanding shares. The date of adoption of the amendment is the 18th day of February, 1987.

All sections of the previously filed Articles of Incorporation, and Amendments to the Articles of Incorporation shall be omitted and the new Amended Articles shall read as follows:

**ARTICLES OF INCORPORATION OF
INNOVATIVE DESIGN, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of legal age and acting as the incorporators under the provisions of the Idaho General Business Corporations Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be:

Innovative Design, Inc.

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes. Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which this corporation is formed are as follows:

1.1 To engage in the ownership, operation, management, organization, or direction of one or more businesses for the design, manufacture, and distribution of bulk vending products, and other investment and retail products; to conduct the aforesaid business and all of its branches, and to do such other things as are incidental, proper and necessary in the operation of the business; and in carrying out any or all of said purposes, to design, manufacture, assemble, buy, sell, import, export, display, distribute, rent, repair, maintain, equip, operate, use, or otherwise deal in and with, at wholesale and at retail, and as principal, agent, backer, broker, commission merchant, or in any other lawful capacity.

1.2 In addition thereto, the corporation is formed to engage in any other business or trade which, in the opinion of the directors of the Company, may be advantageously carried on in connection with or auxiliary to the primary business, and to do all such things as are incidental or conducive to the above objects or any of them.

1.3 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes or which are incidental thereto, or connected therewith.

1.4 To conduct its business and carry out the above purposes in any state, territory, district, or possession of the United States of America, or any foreign country to the extent not forbidden by law.

Section 2. Powers. Pursuant to the general purposes of the corporation, the corporation is hereby authorized and empowered

to do any act or carry on any business in the State of Idaho authorized by the corporation and the State of Idaho as necessary to compliment and augment the general purposes of the corporation, including any and all lawful business for which corporations may be incorporated for business under the Idaho Business Corporations Act.

ARTICLE III

EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV.

STOCK

Section 1. Description of Classes or Shares. There shall be one class of shares, all of which shall be common shares.

Section 2. Number of Shares. The aggregate number of shares which this corporation shall have authority to issue is One Million (1,000,000) shares with no par value.

Section 3. Voting Rights. Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

Section 4. Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable.

Section 5. Internal Revenue Code Section 1244. All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any

benefits as explained in that Internal Revenue Code Section.

ARTICLE V.

REGISTERED AGENT AND OFFICE

The name of the registered agent and the location of the registered office of the corporation is:

Steven E. Carr
482 "C" Street, Suite 111
Idaho Falls, Idaho 83402

ARTICLE VI.

INCORPORATORS

The names and mailing addresses of the incorporators are as follows:

Alvin McDaniel, 525 Eden Drive, Idaho Falls, Idaho.

Ed Wood, 2220 Belmont , Idaho Falls, Idaho, 83401.

ARTICLE VII.

The name and address of the corporation shall from this date forward be 3760 South Yellowstone, Idaho Falls, Idaho, 83402.

ARTICLE VIII.

The Board of Directors shall constitute at least three persons, all of whom shall be elected on an annual basis at the time of the regular meeting of the shareholders. The Board of Directors as presently constituted is as follows:

Alvin McDaniel, Ed Wood, Lyle Hahn.

ARTICLE IX.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation and the provisions set forth in the By-laws.

In the furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the Board of Directors may be amended or repealed by a vote of holders of record of a majority of the corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

ARTICLE XI.

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation, by an affirmative vote of stockholders with fifty-one percent (51%) of its voting stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with law, set forth in the By-Laws. In the event of such dissolution, the affairs of the corporation shall be wound up in a manner provided by Idaho law.

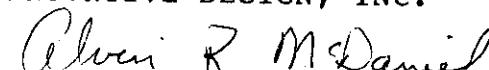


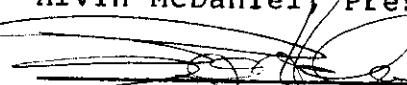
Alvin McDaniel, Incorporator


Ed Wood, Incorporator

DATED this 18th day of February, 1987.

INNOVATIVE DESIGN, INC.



Alvin McDaniel, President


Lyle Hahn, Secretary

Alvin McDaniel, President of Innovative Design, Inc., being first duly sworn, deposes and says that he has read the foregoing Articles of Amendment to the Articles of Incorporation of Innovative Design, Inc., and he verily knows that the statements therein made are true.

Alvin R. McDaniel
Alvin McDaniel, President

STATE OF IDAHO)
County of Bonneville) ss.

I, Tamara L. Williams, a notary public, do hereby certify that on this 18th day of February, 1987 personally appeared before me, Alvin McDaniel, who being by me first duly sworn, declared that he is the President of Innovative Design, Inc., that he signed the foregoing document as president of the corporation, and that statements therein contained are true.

Alvin R McDaniel
Alvin McDaniel, President

SUBSCRIBED AND SWORN to before me, a notary public, this 18th day of February, 1987.

Tamara L. Williams

Notary Public for Idaho
Residing at Idaho Falls
My commission expires:

9/27/88

State of Idaho)
) ss.
County of Bonneville)

I, Tamara L. Williams, a notary public, do hereby certify that on this 16th day of March, 1987 personally appeared before me, Lyle Hahn, who being by me first duly sworn, declared that he is the Secretary of Innovative Design, Inc., that he signed the foregoing document as Secretary of the corporation, and that statements therein contained are true.

Tamara L. Williams

Tamara L. Williams, notary public
Residing at Idaho Falls 9/27/88
My commission expires: