

85147

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

INTERNATIONAL ORGANIZATIONAL TECHNOLOGIES, 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 INTERNATIONAL ORGANIZATIONAL TECHNOLOGIES, INC., changing the corporate name to COLUMBIA LITERARY 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: July 17, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl Davies*

ARTICLES OF AMENDMENT AND
AMENDED AND RESTATED ARTICLES OF INCORPORATION

MAY 17 9 55 AM '92
SECRETARY OF STATE

OF

INTERNATIONAL ORGANIZATIONAL TECHNOLOGIES, INC.
(Amended hereby to Columbia Literary Inc.)

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, being the sole shareholders of all issued shares of stock, in order to amend the Articles of Incorporation previously on file with the Idaho Secretary of State under Filing No. 85147, under and pursuant to the provisions of the general corporation laws of the State of Idaho, including Section 30-1-61 of the Idaho Business Corporation Act (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

The Articles which have been amended are Articles First, Third, Sixth, and Eighth. The manner of adoption is set forth in Section 9.3.

FIRST - NAME:

The amended name of the corporation is Columbia Literary Inc.

SECOND - DURATION:

The corporation is to have perpetual existence.

THIRD - PURPOSE AND POWERS:

The purpose for which the corporation is organized and as hereby amended is to conduct the business of literary publication, to own real estate and other assets in conjunction therewith, and for the transaction of any and all lawful business for which corporations may be incorporated under the Act (Idaho Code Section 30-1-3). The corporation shall have the power to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation, including but not limited to the statutory powers specified in Idaho Code Sections 30-1-4 to 30-1-6, as amended and supplemented.

FOURTH - SHARES:

The authorized amount of capital of this corporation shall be, and is, 100 shares of stock with a par value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$100.00, which such stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

FIFTH - PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be offered first to the stockholders of the corporation.

SIXTH - REGISTERED OFFICE AND AGENT:

The location and the physical address of the registered office of the corporation and its registered agent is as follows:

	<u>Physical Address</u>
Registered Office:	824 West Franklin Street Boise, ID 83702
Registered Agent:	Barry A. Reed

SEVENTH - DIRECTORS:

The number of Directors of the corporation shall be as specified from time to time in the By Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By Laws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified the initial number of Directors shall be two (2), who shall serve until such Directors' successors are hereafter elected and qualified, and who shall be:

<u>Directors' Names</u>	<u>Address</u>
Jim H. Reed, President	824 West Franklin
Barry A. Reed, Secretary	Boise, ID 83702

EIGHTH - SOLE SHAREHOLDER:

The name and post office address of the sole shareholder is as follows:

<u>Sole Shareholder</u>	<u>Address</u>
Jim H. Reed	824 West Franklin Boise, ID 83702

NINTH - OTHER PROVISIONS:

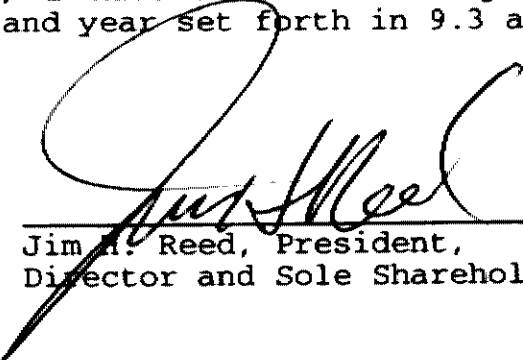
9.1 Transactions Between Corporations, Officers and Directors.

Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of another corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9.2 Shareholder Liability. Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

9.3. Adoption of Amendments. The foregoing amendments to the Amended and Restated Articles of Incorporation were adopted by the sole shareholder in the manner prescribed by the Idaho Business Corporation Act, as of the 15th day of June, 1992, who on the date of adoption held all 100 shares of common stock, being the total number of shares entitled to vote thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the day and year set forth in 9.3 above.



Jim A. Reed, President,
Director and Sole Shareholder

VERIFICATION

STATE OF IDAHO)
) ss
COUNTY OF Ada)

I, Judith K. Holcombe, a notary public, do hereby certify that on this 15th day of June, 1992, personally appeared before me Jim H. Reed who, being by me first duly sworn, declared that he is the President, Director & Sole Shareholder of International Descriptive Technologies Inc. (now Columbia Literary Inc.), that he signed the foregoing document as President & Sole Shareholder of the corporation, and that the statements therein contained are true.

Judith K. Holcombe
Residing at: Boise, Idaho
My commission expires: 8-18-93