

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

UPSCALE MAIL, INC.
File Number C 119205

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 UPSCALE MAIL, INC., changing the corporate name to RICK MCNEELY, 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: June 18, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
UPScale Mail, Inc.**

97 JUN 18 AM 8:29
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopts the following amendments to the Articles of Incorporation for such corporation, effective as of the date hereof:

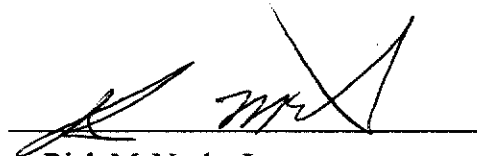
FIRST: The name of the corporation is: UPScale Mail, Inc.

SECOND: The following amendments are hereby adopted:

A. The name of the corporation is hereby changed to: Rick McNeely, Inc.

THIRD: No shares in the corporation have been issued and the incorporator, Rick McNeely, adopted these amendments as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of June, 1997.


Rick McNeely, Incorporator

IDAHO SECRETARY OF STATE
DATE 06/18/1997
0900 103222 2
CK #: 2566 CUST# 80101
AMEND PROF 1@ 30.00= 30.00

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