

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

STARPOINT 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 _____

PARAGON DEVELOPMENT CORPORATION

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 October 13, 19 82



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
OF
PARAGON DEVELOPMENT CORPORATION

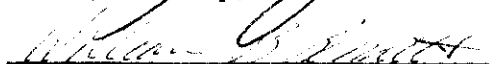
The undersigned officers, acting under the authority of the shareholders of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Amendment for such corporation.

1. The name of the corporation is PARAGON DEVELOPMENT CORPORATION.
2. The amendments so adopted are:
 - a. to change the corporation name to STARPOINT INC..
 - b. to change the number of shares which the corporation shall have the authority to issue to 90,667 shares of a single class, with no par value.
3. The date of the adoption of the amendments by the shareholders is August 31, 1982.
4. The number of shares outstanding and entitled to vote on such amendments is 47,337.
5. The number of shares voted for such amendments is 47,337 and the number of shares voted against such amendments is 0.
6. The amendments do not provide for an exchange, reclassification or cancellation of issued shares.
7. These amendments effect a change in the amount of stated capital. The manner in which the changes effect the stated capital is shares without par value have been exchanged for consideration. The amount of stated capital as effected by these amendments is \$19,763.

The undersigned officers have verified under oath the Articles of Amendment of PARAGON DEVELOPMENT CORPORATION are as stated.

DATED This 12th day of October, 1982.


Wesley E. Corp, President


William B. Bennett, Assistant Secretary

VERIFICATION FORM A

STATE OF IDAHO)
) SS
 COUNTY OF ADA)

I, Pat A. Smith, a notary public, do hereby
 certify that on this 13th day of October, 19 82,
 personally appeared before me Wesley E. Corp who, being by me
 first duly sworn, declared that he is the President
Assistant Secretary of
STARPOINT, INC.
 that he signed the foregoing document as President
Assistant Secretary of
 the corporation, and that the statements therein contained are true.

(Notarial Seal)

Pat A. Smith
 Notary Public for Idaho
 Residing at: Boise Idaho
 My Commission Expires: 5-4-85