

ARTICLES OF AMENDMENT

To the Secretary of State of the State of Idaho

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its articles of incorporation as follows:



98 MAY 21 AM 8:44

STATE OF IDAHO

FILED

1. The name of the corporation is: AudioMark, Inc.

2. The text of each amendment is as follows:

Article I. The name of this Corporation shall be: Marketing Group, Inc.

Article III. The principal office or place of business of this corporation shall be at 1155 Owyhee Street, Ada County, Kuna, Idaho 83634; but the Corporation may maintain an office in such towns, cities, or places inside or outside the state of Idaho as the Board of Directors may from time to time determine, or as designated by the By-Laws of said Corporation. The registered agent shall be Robert D. Hutchings.

Article IV. The purpose for which this Corporation is organized is to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, including but not limited to, the practice and sale of Life and Disability Insurance according to the laws of the State of Idaho, or the laws of any other state in which the Corporation may obtain appropriate and necessary licensing for the practice and sale of Life and Disability insurance.

3. The date of adoption of the amendment(s) was: 5/4/98

4. Manner of adoption (check one):

The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.

None of the corporation's shares have been issued and was, therefore, adopted by the incorporator board of directors.

The number of shares outstanding and entitled to vote was 10,000 (ten thousand)

The number of shares cast for and against each amendment was:

Amended article	Shares for	Shares against
I.	10,000	
III.	10,000	
IV.	10,000	

Dated: May 19, 1998Signed by: Robert D. HutchingsIts President

(Capacity of signer)

Customer Acct #:

(if using pre-paid account)

RECEIVED SECRETARY OF STATE

05/05/1998 09:00
CR: 6872 CL: 36201 RM: 107759

1 @ 38.00 = 38.00 AMEND PROF

C 100581

Revised 7/97

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