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State of Idaho

Department of State

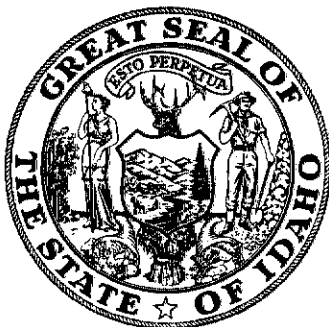
CERTIFICATE OF AMENDMENT OF

NANOTEK, 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 NANOTEK, 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.

January 07, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry I. Clark*

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IDAHO SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE SEC. OF STATE
ARTICLES OF INCORPORATION
OF
NANOTEK, INC. JAN 7 AM 8 47

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is NANOTEK, INC.

SECOND: The shareholders of the corporation, on the same date these Articles of Amendment were executed in the manner prescribed by the Idaho Business Corporation Act, amended Article V of the Articles of Incorporation to read, in its entirety, as follows:

ARTICLE V

The capital stock of the corporation shall be two million three hundred thousand (2,300,000) shares of common stock, without par value, and two million three hundred thousand (2,300,000) shares of Class A Preferred stock without par value. The Common stock of the corporation is non-assessable. The rights and privileges of the classes of stock are as follows:

a. Class A Preferred Stock.

The holders of the Class A preferred stock shall be entitled to receive such dividends as shall be declared from time to time by the board of Directors out of funds legally available therefore. Dividends of \$5.00 per share of Class A Preferred stock shall have been declared and paid before any dividends shall be payable to the holders of Common stock. At such time as total dividends of \$5.00 per share have been declared and paid with respect to Class A Preferred stock, all dividends declared thereafter by the Board of Directors shall be allocated among the shareholders with each share of Class A Preferred stock receiving the same dividend as each share of Common stock. The holders of the Class A Preferred shares shall have a preference to receive proceeds on the voluntary or involuntary dissolution of the company equal to the sum of \$5.00 per share for each share of Class A Preferred stock then outstanding, less the aggregate amount of all preference dividends previously paid with respect to Class A Preferred shares. If the total dividends

paid to the holders of Class A Preferred stock equals or exceeds \$5.00 for each share outstanding at the time of liquidation, the holders of Class A Preferred shares shall have no preference on dissolution of the corporation. At such time as the holders of Class A Preferred shares no longer have a preference on dissolution of the corporation, all dissolution proceeds shall be allocated among the shareholders with each share of Class A Preferred stock receiving the same allocation as each share of Common stock.

b. Common Stock.

The Common stock shall carry all voting rights of the corporation. The Common stock shall be entitled to such dividends as shall be declared from time to time by the Board of Directors, after the corporation shall have declared and paid any preference dividends to the holders of Class A Preferred shares. After the Class A Preferred shares have received the maximum \$5.00 of preference dividend payments, thereafter each share of the corporation, whether Common or Class A Preferred, shall have the same dividend rights. The holders of Common stock shall receive no payment on dissolution of the corporation until the holders of the Class A Preferred shares shall have received the preference specified above. After the preference on dissolution is satisfied, each share of Common stock shall receive the same dissolution allocation as each share of Class A Preferred stock.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was two hundred thirty thousand (230,000); and the number of shares entitled to vote thereon was two hundred thirty thousand (230,000).

FOURTH: No shares are issued by class.

FIFTH: The number of shares voted for such amendment was two hundred thirty thousand (230,000); and the number of shares voted against such amendment was zero.(0).

SIXTH: No shares were entitled to vote as a class.

SEVENTH: The original Articles of Incorporation and any amendments thereto are confirmed in all other respects.

Dated this 1st of May, 1992

NANOTEK, INC.

By: [Signature]
Joe George, President

and

[Signature]
Barbara George, Secretary

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Brian Taylor, a notary public, do hereby certify that on this 1st day of May, 1992, personally appeared before me JOE GEORGE, who, being by me first duly sworn, declared the he is the President of Nanotek, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 2/94