

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

PARAGON CLASSICS, 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 CLASSICS, INC. changing its name to NORTH STAR, 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 24, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Angie Hoken*

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ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

NORTH STAR, INC.

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IDAHO SECRETARY OF STATE

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

I

The name of the corporation is PARAGON CLASSICS, INC.

II

Article I of the Articles of Incorporation as now filed is stricken in its entirety, and the following Article I substituted therefor as if it had been a part of the original Articles of Incorporation:

ARTICLE I

The name of the corporation shall be North Star, Inc.

III

The number of shares of the corporation outstanding at the time of the adoption of the amendment aforesaid, on December 29, 1993, was 4,520,984. The number of shares entitled to vote thereon was 4,520,984.

IV

The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS: Common

NUMBER OF SHARES: 4,520,984

V

The number of shares voted for such amendment was 3,000,000; the number of shares voted against such amendment was -0-; the number of shares abstaining was -0-.

VI

The shares of each class entitled to vote on such amendment as a class voted as follows:

CLASS: Common 3,000,000 FOR; -0- AGAINST; -0- ABSTAIN

DATED this 18th day of January, 1994.

PARAGON CLASSICS, INC.

BY:

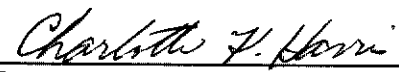

Jim C. Harris, Chairman

BY:


George C. Burrell, Secretary

STATE OF TEXAS)
 : ss.
COUNTY OF DALLAS)

On the 18th day of January, 1994, personally appeared before me, Jim C. Harris and George C. Burrell, who, being first duly sworn, declared that they are duly elected and constituted Chairman and Secretary, respectively, of Paragon Classics, Inc., an Idaho Corporation; that they signed the foregoing document as Chairman and Secretary, respectively, of the corporation; and that the statements therein contained are true.


Notary Public

Residing at: Dallas, TX

My commission expires: 2-12-95

