

FILED/EFFECTIVE

**ARTICLES OF AMENDMENT
OF THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CONSIL CORP.**

2002 APR 10 PM 4:22

SECRETARY OF STATE
STATE OF IDAHO

ConSil Corp. submits these articles of amendment pursuant to the provisions of sections 30-1-602 and 30-1-1003 of the Idaho Statutes:

1. The name of the corporation is Consil Corp. (the "Corporation").
2. The following articles of the Corporation's Amended and Restated Articles of Incorporation are hereby amended to read in their entirety as follows:

**ARTICLE I
Name**

The name of the corporation is Lumalite Holdings, Inc.

**ARTICLE V
Shares**

The authorized capital stock of the corporation shall consist of two classes of stock, designated as "Common Stock" and "Preferred Stock."

The total number of shares of Common Stock that the corporation will have authority to issue is One Hundred Million (100,000,000) no par value. All of the Common Stock authorized herein shall have equal voting rights and powers without restrictions in preference.

The total number of shares of Preferred Stock that the corporation will have authority to issue is Ten Million (10,000,000). The Preferred Stock shall have a par value of \$.25 per share. The Preferred Stock shall be entitled to preference over the Common Stock with respect to the distribution of assets of the corporation in the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, or in the event of any other distribution of assets of the corporation among its shareholders for the purpose of winding up its affairs. The authorized but unissued shares of Preferred Stock may be divided into and issued in designated series from time to time by one or more resolutions adopted by the Board of Directors. The Directors in their sole discretion shall have the power to determine the relative powers, preferences, and rights of each series of Preferred Stock issued by the corporation.

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IDAHO SECRETARY OF STATE
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Upon the amendment of this article to read as herein set forth, each twenty five shares of Common Stock outstanding shall be combined and converted into one share of Common Stock. In lieu of fractional shares, the Company shall increase the number of that stockholder's shares to the nearest whole number.

3. The Amendment was adopted by the Corporation's board of directors on March 15, 2002.

4. The Amendment was duly adopted by the affirmative vote of the holders of a majority of the outstanding shares of our common stock on March 18, 2002. The number of shares outstanding prior to this Amendment and entitled to vote thereon was 21,949,707 and the number of shares voted in favor of this Amendment was 19,918,300.

5. The Amendment does not alter or revoke the preferences, limitations or relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares of the Corporation.

EXECUTED on the 28th day of March, 2002

By: 
Name: James Anderson
Its: President