

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MELALEUCA, INC.**

FILED/EFFECTIVE

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STATE OF IDAHO
CL: 17146 CT: 2367 WH: 3732
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IDHO SECRETARY OF STATE
MEND POST 112

Pursuant to the provisions of Section 30-1-1001 et seq. 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 Melaleuca, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on June 16, 2000 in the manner prescribed by the Idaho Business Corporation Act:

Article FOURTH is amended to read as follows:

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one billion (1,000,000,000) at the par value of \$.01 per share. Of the 1,000,000,000 authorized shares, one hundred million (100,000,000) shares shall be class A voting common stock and nine hundred million (900,000,000) shares shall be class A nonvoting common stock. The rights of both the voting and nonvoting stock shall be identical except with respect to the voting rights. The class A nonvoting common stock shall have no right to vote on any issue.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 82,343.10 and the number of shares entitled to vote thereon was 82,343.10.

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

<u>Class of Stock</u>	<u>Shares entitled to vote as class</u>
voting	8,234.10
nonvoting	74,109.00

FIFTH: The number of shares voted for such amendment was 82,343.10 and the number of shares voted against such amendment was 0.

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SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:


<u>Class of Stock</u>	<u>Voting for</u>	<u>Voting against</u>
voting	8,234.10	0
nonvoting	74,109.00	0

SEVENTH: The number of shares voted in favor of the amendment was sufficient for approval. The number of shares of each voting class voted in favor of the amendment was sufficient for approval by each such voting class.


EIGHTH: The original Articles of Incorporation are confirmed in all other respects.

MELALEUCA, INC.

Dated: 10/25/00

By: 
Frank VanderSloot, President

Dated: 10/25/00

By: 
Allen Ball, Secretary

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