

RECORDED
2003 JUL 28 AM 9:36

STATE OF IDAHO

**AMENDMENTS TO ARTICLES OF INCORPORATION
OF
UPGRADE ENTERPRISES, INC.,
AN IDAHO CORPORATION**

Pursuant to a resolution presented by the Board of Directors and unanimously adopted and approved by all Officers and Stockholders of Upgrade Enterprises, Inc., an Idaho corporation duly organized under the Idaho Business Corporation Act, (subsequently called the "Corporation"), on July 18, 2003, the Officers and Stockholders of the Corporation hereby amend the FIFTH Article and the SIXTH Article in the Corporation's Articles of Incorporation on file with the Secretary of State, as allowed under Idaho Code Sections 30-1-1002, and in accordance with Idaho Code Sections 30-1-1003, as follows:

FIFTH

Preemptive Rights. The Corporation elects to have preemptive rights.

SIXTH

No Directors. Pursuant to Idaho Code Section 30-1-732, the Corporation shall have no Directors. Instead, the power to conduct and manage the affairs of the Corporation normally conferred or imposed upon directors by the Idaho Business Corporation Business Act, Idaho Code Sections 30-1-101 *et seq.*, shall be conferred or imposed upon the Stockholders.

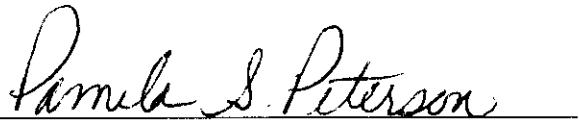
In addition, the Officers and Stockholders of the Corporation hereby amend the Corporation's Articles of Incorporation on file with the Secretary of State by adding a NINTH Article providing as follows:

Indemnification. The Corporation shall indemnify the Officers and Stockholders of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

IDAMO SECRETARY OF STATE
07/28/2003 05:00
CK: 33768 CT: 1498 BH: 693273
1 @ 30.00 = 30.00 AMEND PROF # 2

In witness whereof, we have subscribed these Amendments to the Articles of Incorporation of Upgrade Enterprises, Inc., this 18th day of July, 2003.

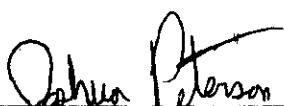
Stockholders and Officers of Upgrade Enterprises, Inc.



Pamela S. Peterson, President/Treasurer/
Stockholder



Warren S. Peterson, Chief Executive Officer
Vice President/Secretary/Stockholder



Joshua Peterson, Stockholder



Daniel Peterson, Stockholder

Also Approved By:



David G. Collette

2350-011\03 Amended-Articles-Inc.