

FILED

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

OF

PARADISE FARM ORGANICS, INC.

IDAHO SECRETARY OF STATE

05/01/1998 09:00
MAY 01 1998 09:00
CT: 2009 BH: 186414

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Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends its articles of incorporation as follows:

1. The name of the corporation is Paradise Farm Organics, Inc.
2. The text of each amendment adopted is as follows:
 - a. Article Two, stating the corporation's perpetual duration, is deleted.
 - b. Article Three, stating the corporation's purposes, is deleted.
 - c. Article Six, stating the initial directors, is deleted.
 - d. Article Four is changed, as follows: The number of shares the corporation is authorized to issue is 10,000,000 shares of common stock.
 - e. A new article is added, as follows: Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.
 - f. A new article is added, as follows: The shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued shares.
 - g. A new article is added, as follows: To the fullest extent permitted by Idaho law and subject to the By-laws of the corporation, a director shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director.

h. A new article is added, as follows: To the fullest extent permitted by Idaho law and subject to the By-laws of the corporation, the corporation shall indemnify a director or officer for liability, as "liability" is defined in Title 30, Chapter 1, Idaho Code, to any person for any action taken, or any failure to take any action, as a director or officer.

3. The date of adoption of the amendments was April 25, 1998.

4. Manner of adoption:

a. The deletion of Article Six consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was therefore, adopted by the board of directors.

b. The number of shares of common stock outstanding and entitled to vote was 112,340. The number of votes indisputably represented at the meeting was 85,587. The number of shares cast for and against each amendment was:

<u>Amended article</u>	<u>Shares for</u>	<u>Shares against</u>
Article Two	85,587	0
Article Three	85,587	0
Article Four	85,587	0
Article Eight	85,587	0
Article Nine	85,587	0
Article Ten	85,587	0
Article Eleven	85,587	0

DATED this 25th day of April, 1998.

Paradise Farm Organics, Inc.

By: 
Mary Jane Butters
Its President