

# State of Idaho

## Department of State

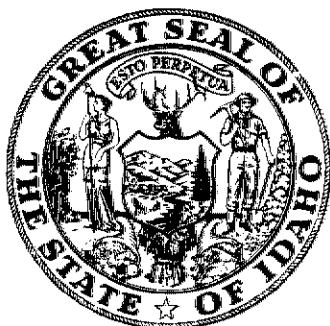
### CERTIFICATE OF AMENDMENT OF

PAY DIRT MATTERS, INC.  
File Number C 119057

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 PAY DIRT MATTERS, INC., changing the corporate name to PAY DIRT FARM SCHOOL, INC., duly executed pursuant to the provisions of the Idaho Nonprofit 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.

Dated: May 22, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lonya Herald*

RESOLUTION OF  
THE BOARD OF DIRECTORS OF  
PAY DIRT MATTERS, INC.

97 MAY 22 AM 8:55  
SECRETARY OF STATE  
STATE OF IDAHO

At a special meeting of the Board of Directors of PAY DIRT MATTERS, INC., at Moscow, Idaho, on May 12, 1997, called by the Directors for such purpose, the Directors of the Corporation unanimously voted to take the following action:

Since no shares of stock have been issued yet, our Articles of Amendment on the above date will be to change our name from PAY DIRT MATTERS, INC. (file #C119057) to:

PAY DIRT FARM SCHOOL, INC.

The \$30.00 filing fee for such an amendment will be sent to the Office of the Secretary of State of Idaho, P.O. Box 83720, Boise, Idaho 83720-0080

There being no further business before the meeting of the Directors, on motion duly made the meeting was adjourned.

We, the undersigned Directors of PAY DIRT MATTERS, INC., do hereby approve, ratify, and confirm all business transacted by the Board of Directors as reported herein.

  
Mary Jane Butters

  
Nicholas Keith Ogle

  
Megan B. McCarthy

IDAHO SECRETARY OF STATE  
DATE 05/22/1997  
0900 95136 2  
CK #: no ck # CUST# 81811  
NON PROF A 10 30.00= 30.00

# : C