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STATE OF IDAHO

ARTICLES OF AMENDMENT

OF

RECREATIONAL SPORTS AND IMPORTS UPPER MIDWEST, INC.

Pursuant to §30-1-58 et. seq. of the Idaho Business Corporation Act, the undersigned individuals, as president and secretary of Recreational Sports and Imports Upper Midwest, Inc., hereby adopt the following Articles of Amendment to the Articles of Incorporation:

1. That Article I of the Articles of Incorporation of Recreational Sports & Imports Upper Midwest, Inc., be amended to change the name of said corporation to RS&I, Security, Inc.

2. That Article II, paragraph A, be amended as follows:

A. Engage in, operate, conduct, manage, maintain and carry on the business of developing, manufacturing, assembling, distributing, exchanging, installation and warehousing of security systems, both commercial and residential, of every name, kind and nature, together with all parts, inventory, supplies, accessories and equipment relating or connected therewith.

3. That the total number of shares of the capital stock of the corporation outstanding at the time of amending these articles was one (1) share to Gary Olsen and Patricia Olsen.

4. That the shareholders, officers and directors of said corporation met at a joint annual meeting in Idaho Falls, Idaho, on January 5, 1998, at 4:00 o'clock p.m. and adopted, by unanimous vote, a resolution approving the name change of said corporation and the amendments to the Articles of Incorporation set out herein. A copy of said resolution being attached hereto as Exhibit "A."

5. The foregoing amendments do not change the amount of state capital stock of the corporation. They do require an exchange of the original certificate for a replacement certificate

IDAHO SECRETARY OF STATE

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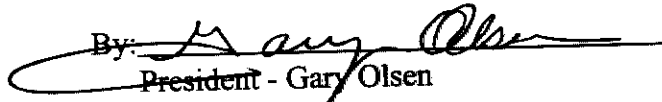
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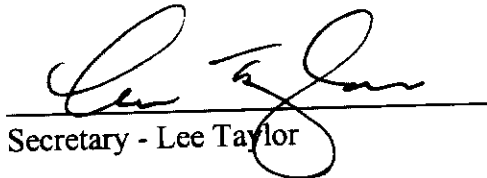
containing the amended name of the corporation. Such exchange shall be effectuated by delivery of the original certificate to the corporation secretary for cancellation and reissue of a new certificate for the same number of shares in RS&I, Security, Inc.

Executed the undersigned President and Secretary, in duplicate originals, at Idaho Falls, Idaho, this __ day of January, 1998.

RECREATIONAL SPORTS AND IMPORTS
UPPER MIDWEST, INC.

By: 
President - Gary Olsen

ATTEST:


Secretary - Lee Taylor

RESOLUTION

98 JAN 22 AM 8:58
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WHEREAS, all of the officers, directors and shareholders of Recreational Sports and Imports Upper Midwest, Inc., desire to amend Article I of the Articles of Incorporation to provide a change of the name of the corporation to RS&I, Security, Inc., and to amend Article II, paragraph A, of the Articles of Incorporation to add additional purposes therefor; and

WHEREAS, the shareholders, officers and directors unanimously voted for said amendments at the annual meeting of the corporation held on January 5, 1998 at 4:00 p.m.;

NOW, THEREFORE, be it resolved that the Articles of Incorporation of Recreational Sports and Imports Upper Midwest, Inc., be and the same hereby are amended effective January 1, 1998 as follows:

I.

The name of the corporation shall be RS&I, Security, Inc.

II.


That Article II, paragraph A, of the Articles of Incorporation be amended to add additional purposes and said paragraph A shall hereafter read as follows:

Engage in, operate, conduct, manage, maintain and carry on the business of developing, manufacturing, assembling, distributing, exchanging, installation and warehousing of security systems, both commercial and residential, of every name, kind and nature, together with all parts, inventory, supplies, accessories and equipment relating or connected therewith.

BE IT FURTHER RESOLVED, that the president and secretary of the corporation namely: Gary Olsen, President and Lee Taylor, Secretary, be and they hereby are authorized and directed to

execute on behalf of the corporation the Articles of Amendment in duplicate for filing with the Secretary of State of the State of Idaho.

DATED this 14 day January, 1998 as per Joint Annual Meeting of the Stockholders, Officers and Directors of the corporation on January 5, 1998.


GARY OLSEN - President, Director
and Shareholder


PATRICIA OLSEN - Vice President
Director and Shareholder


LEE TAYLOR - Secretary and
Director

VERIFICATION

I, Patricia Scott, a Notary Public, do hereby certify that on the 14 day of January, 1998, personally appeared before me GARY OLSEN and LEE TAYLOR, who, by me first duly sworn, declared that they are the President, Secretary and sole stockholders of Recreational Sports and Imports Upper Midwest, Inc., and that the statements in the attached RESOLUTION are true.


GARY OLSEN


LEE TAYLOR - Secretary

SUBSCRIBED AND SWORN to before me this 14 day of January, 1998.


NOTARY PUBLIC FOR IDAHO
Residing at: Idaho Falls, ID
My Commission Expires: 6-3-2003

RECREATIONAL SPORTS AND IMPORTS, INC.

an Idaho Corporation
2436 North Woodruff
Idaho Falls, Idaho 83401

98 JAN 22 AM 8:59
NOTARY PUBLIC
STATE OF IDAHO

TO WHOM IT MAY CONCERN:

Recreational Sports and Imports, Inc., an Idaho Corporation, does hereby consent to and authorize RS&I, Security, Inc., Imports Upper Midwest, Inc., to use the corporate name of RS&I, Security, Inc.

DATED this 14 day of January, 1998.

Recreational Sports and Imports,
Inc., an Idaho Corporation

By: Gary Olsen
Gary Olsen, President

Lee Taylor
Lee Taylor - Secretary

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 14 day of January, 1998, before me, the undersigned, a Notary Public, in and for said State, personally appeared GARY OLSEN and LEE TAYLOR, known to me to be the President and Secretary, respectively, of Recreational Sports and Imports, Inc., the corporation that executed the foregoing instrument and acknowledge to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
NOTARY PUBLIC FOR IDAHO
Residing at: Idaho Falls
My Commission Expires: 6-3-2003