

ARTICLES OF AMENDMENT



To the Secretary of State of the State of Idaho
 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: Venzon Jewelry & Idaho Arts, Inc.

2. The text of each amendment is as follows:

The name of the corporation shall be changed to:

Venzon Jewelry & Arts West, Inc.

3. The date of adoption of the amendment(s) was: September 22, 1998

4. Manner of adoption (check one):

The amendment 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.

The number of shares outstanding and entitled to vote was one (1)

The number of shares cast for and against each amendment was:

<u>Amended article</u>	<u>Shares for</u>	<u>Shares against</u>
Name change	1	

Customer Acct #:
 (if using pre-paid account)

Dated: 9/22/98

Signed by: *Daniel Venzon*
 Its Shareholder, Director, President
 (Capacity of signer)

IDAHO SECRETARY OF STATE
 09/23/1998 09:00
 CK: 6462 CT: 21151 BH: 147632
 1 @ 38.00 = 38.00 AMEND PROF # 2
 C 96925

g:\corp\forms\Amend.mdb Revised 7/97