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State of Idaho

Department of State

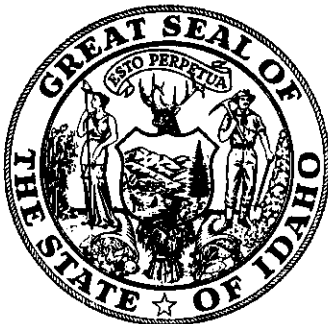
CERTIFICATE OF AMENDMENT OF

FREEMAN CORP.

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 FREEMAN CORP., changing the corporate name to V & G ASSOCIATES, INC., duly signed and verified pursuant to the provisions of the Idaho Business 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 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sheryl Davis

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SEC. OF STATE
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FREEMAN CORP.

Freeman Corp., a corporation organized under the Idaho Business Corporation Act, hereby adopts the following Articles of Amendment to the Articles of Incorporation for the Corporation, pursuant to Sections 30-1-8 and 30-1-59 of the Idaho Code.

ARTICLE I

The amendment adopted is as follows:

That the FIRST ARTICLE of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The name of the Corporation is V & G Associates, Inc.

ARTICLE II

The date of adoption of the amendment was April 20, 1994. Such amendment was adopted by the unanimous consent of all shareholders of the Corporation having voted 5000 shares of common, voting stock presently issued and outstanding, with the results that 5000 shares voted for the amendment and zero shares voted against the amendment.

ARTICLE III

Except as amended by Article I above, the Articles of Incorporation of this Corporation shall remain in effect as previously adopted.

IDaho SECRETARY OF STATE
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CK #: 1005 CUST# 36699
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These ARTICLES OF AMENDMENT of the Articles of Incorporation of Freeman Corp. are executed this 20th day of April 1994.

Freeman Corporation

By Verlin Freeman
Verlin Freeman, President

By Gloria Freeman
Gloria Freeman, Secretary

STATE OF IDAHO)
 : ss.
County of Ada)

On this 25th day of April, 1994, before me, a Notary Public in and for said State, personally appeared Verlin Freeman, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Carol Jean Echevarria
Notary Public for Idaho

Residing at: Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

On this 25th day of April, 1994, before me, a Notary Public in and for said State, personally appeared Gloria Freeman, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Carol Jean Echevarria
Notary Public for Idaho

Residing at: Boise, Idaho

VERIFICATION

STATE OF IDAHO)
) ss
COUNTY OF ADA)

I, CAROL JEAN ECHEVARRIA, a notary public, do hereby
certify that on this 10TH day of MAY, 19 94,
personally appeared before me VERLIN FREEMAN who, being by
me first duly sworn, declared that he is the PRESIDENT
of FREEMAN CORP., that he
signed the foregoing document as PRESIDENT of the
corporation, and that the statements therein contained are true.

Carol Jean Echevarria

Residing at: MERIDIAN, IDAHO

My commission expires: 9-10-98