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BASIC AMENDMENT

GOOD EARTH MARKET, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF GOOD EARTH MARKET, INC.

- A. The name of this Corporation is Good Earth Market, Inc.
- B. An amendment to the Articles of Incorporation was adopted on March 31, 1999, by the sole Shareholder of this Corporation to amend Article I of the Articles of Incorporation to change the name of the Corporation, as follows:

"Article I - Name

The name of this Corporation is Rivendell, Inc."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The shareholders of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, Good Earth Market, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 31st day of March, 1999.

GOOD EARTH MARKET, INC.

By: Stephen B. Munro, President

267084

Prepared by:
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