

08-17-2001



101814897

8-13-01 RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

08/13/2001

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/17/2001 LMUELLER 00000020 1900182

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,900,182"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

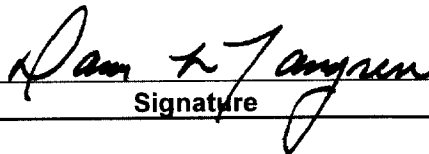
Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Dana L. Tangren



August 6, 2001

Name of Person Signing

Signature

Date Signed

CO 141079

EXPEDITE

D119439 (BFC) 93
Department of Commerce
Division of Corporations and Commercial Code

RECEIVED

I hereby certify that the foregoing has been read and approved on this 27th day of Nov, 1993 in the office of this Division and hereby issue this Certificate thereof.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ALL a DOLLAR, INC.

1993 DEC 29 PM 3:39

Examiner BJS Date 12/29/93



Karla S. Wilson
KARLA T. WILSON
Lawson Director

DIVISION OF CORPORATIONS AND COMMERCIAL CODE
STATE OF UTAH



Pursuant to the provisions of the Utah Revised Business Corporation Act, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is All a Dollar, Inc.

SECOND: The following amendments to the Articles of Incorporation, as amended, were duly adopted by the shareholders of the Corporation:

AMENDMENTS

Articles I, V, VII and XI are amended to read and Articles XIII and XIV are hereby added to read:

ARTICLE I

CORPORATE NAME

The name of the Corporation is Greenbacks, Inc.

ARTICLE V

CAPITALIZATION

The Corporation shall have authority to issue a total of 31,000,000 shares, consisting of 30,000,000 common shares, \$.001 par value per share (hereinafter the "Common Shares"), and 1,000,000 preferred shares, no par value per share (hereinafter the "Preferred Shares"). The powers, preferences and rights and the qualifications, limitations, or restrictions thereof, of the shares of each class which the Corporation shall be authorized to issue are as follows:

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A. Preferred Shares: Preferred Shares may be issued from time to time in one or more series as may from time to time to be determined by the board of directors. Each series shall be distinctly designated so as to distinguish the shares thereof from all other series or classes. All shares of any one series of the Preferred Shares shall be alike in every particular. The rights of each such series and qualifications, limitations, or restrictions thereon, if any, may differ from those of any and all other series at any time outstanding subject to the limitations set forth in this paragraph. No series of Preferred Shares shall be entitled to vote as a class or otherwise on matters voted on by the shareholders of the Corporation, except to the extent designated by the board of directors or on those matters in which the consent of the holders of the Preferred Shares is specifically required by the provisions of the Utah Revised Business Corporation Act, as now existing or as hereafter amended. Subject to the provisions of this paragraph, the board of directors of this Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of each particular series of Preferred Shares, the designations, rights, preferences, qualifications, limitations, and restrictions, if any, of such series, and to adopt amendments to these Articles without shareholder approval providing for such designations, rights, preferences, qualifications, limitations, or restrictions, if any, for such series, as set forth below:

- (i) The distinctive designation of the series and the number of Preferred Shares that shall constitute the series, which number may be increased (except as

otherwise fixed by the board of directors) or decreased (but not below the number of shares thereof outstanding) from time to time by action of the board of directors;

(ii) The rate and times at which, and the terms and conditions on which, dividends, if any, on the shares of the series shall be paid and the preferences, if any, over any other class or classes as to the payment of dividends;

(iii) The right, if any, of the holders of the shares of the same series to convert the same into, or exchange the same for, any other class or classes of shares of this Corporation (except a class having prior or superior rights and preferences as to dividends or distribution of assets on liquidation) and the terms and conditions of such conversion or exchange;

(iv) Whether shares of the series shall be subject to redemption, and the redemption price or prices, including, without limitation, a redemption price or prices payable in Common Shares, cash, or other property and the time or times at which, and the terms and conditions on which, shares of the series may be redeemed;

(v) The rights and preferences of the holders of the shares in the series in the assets of the Corporation over any other classes, if any, on voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution, or winding up of this Corporation;

(vi) The terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of the series; and

(vii) The voting powers, if any, of the holders of the series or the limitations or denials of such voting rights, with full discretion to fix and establish such rights, limitations, and denials to the full extent permitted by the Utah Revised Business Corporation Act as now existing or as hereafter amended.

B. Common Shares: The Common Shares of the Corporation shall be non-assessable and shall have the following powers, preferences, rights, qualifications, limitations, and restrictions:

(i) After the requirements with respect to preferential dividends of Preferred Shares, if any, shall have been met and after this Corporation shall comply with the requirements, if any, with respect to the setting aside of funds as sinking funds or redemption or purchase accounts and subject further to any other conditions which may be affixed in accordance with the provisions hereof, then but not otherwise, the holders of Common Shares shall be entitled to receive such dividends, if any, as may be declared from time to time by the board of directors; and

(ii) After distribution in full of the preferential amount, if any, to be distributed to the holders of Preferred Shares in the event of a voluntary or involuntary liquidation, distribution or sale of assets, dissolution, or winding up of this Corporation, the holders of the Common Shares shall be entitled to receive all of the remaining assets of the corporation, tangible and intangible, of whatever kind available for distribution to shareholders, ratably in proportion to the number of shares of Common Shares held by each.

(iii) Except as otherwise expressly provided by law or by this Article III, each outstanding Common Share shall be entitled to one (1) vote on each matter to be voted upon by the shareholders of the Corporation.

(iv) All rights accruing to the outstanding shares of the Corporation not expressly provided for the contrary herein or in the Corporation's bylaws or in any amendment hereto or thereto shall be vested in the Common Shares.

(v) There shall be only one class of Common Shares. Any Common Shares of the Corporation issued or designated as "Series A Common Stock" or "Series B Common Stock" shall be deemed to be Common Shares.

ARTICLE VII

[Intentionally Omitted]

ARTICLE XII

LIMITATIONS OF LIABILITY

The personal liability of a director to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action is hereby eliminated to the fullest extent permitted by the Utah Revised Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended.

Neither any amendment nor appeal of this Article XII nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article XII, shall eliminate or reduce the effect of this Article XII in respect of any matter occurring, or any cause of action,

suit or claim that, but for this Article XII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIII

INDEMNIFICATION

Nothing in these articles of incorporation shall limit the Corporation's right or obligation to indemnify any of its officers, directors, employees, agents, or fiduciaries to the fullest extent permitted or required by the Utah Revised Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended. The Corporation's Bylaws may contain additional provisions regarding indemnification of any of its officers, directors, employees, agents or fiduciaries not inconsistent with these articles of incorporation or the Utah Revised Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended.

ARTICLE XIV

EXEMPTION FROM CONTROL SHARES ACQUISITION ACT

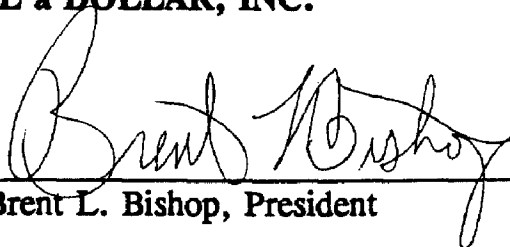
The Corporation hereby elects not to be subject to the requirements of the Utah Control Shares Acquisition Act, Section 61-6-1 *et seq.*, Utah Code Annotated, or any similar or successor statutes to the full extent allowed by law.

THIRD: The foregoing Amendments to the Articles of Incorporation were adopted by a unanimous consent resolution of the shareholders of the Corporation holding 5,148,334 Common Shares of the Corporation, being 100% of the outstanding shares of the Corporation, as of the 28th day of December, 1993 in the manner prescribed by the laws of the State of Utah.

DATED this 29th day of December, 1993.

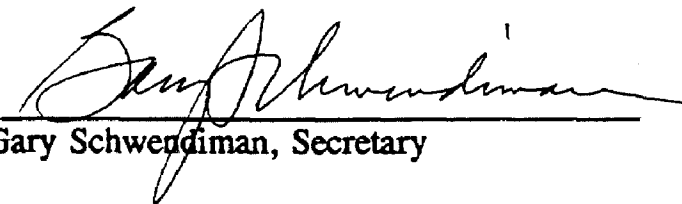
ALL a DOLLAR, INC.

By



Brent L. Bishop, President

By



Gary Schwendiman, Secretary

NOTE: Execution of this document constitutes an acknowledgement under penalties of perjury that this document constitutes the act and deed of the entity on behalf of which the document is executed and that the facts stated herein are true.