FY02-19789-$150-

FILED # C13314-99

SEP 2 0 2001

IN THE OFFICE OF
DEAN HELLER SECRETARY OF STATE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF FINDERS KEEPERS, INC.

Finders Keepers, Inc. pursuant to the provisions of Section 78.390 of the Nevada Revised Statutes, adopts these Amended and Restated Articles which accurately copy the Articles of Incorporation and all amendments in effect to date. The Articles of Incorporation as restated and reflected by these restated Articles of Incorporation are set forth below and contain no other changes in any provisions.

The following amendments and additions to the Articles of Incorporation were adopted by unanimous consent of the Board of Directors pursuant to Section 78.315 of the Nevada Revised Statutes and by consent of the majority shareholders pursuant to Section 78.320 of the Nevada Revised Statutes.

Article I.
Name

The name of the corporation is the Bauer Partnership, Inc.

Article II.
Registered Office & Resident Agent

The principal office of the corporation with the State of Nevada is to be located c/o International Venture Capital & Advisory, Inc., 3340 Topaz, Suite 210, Las Vegas, NV 89123.

Article III
Purposes and Powers

The purposes and powers provisions are eliminated as originally stated and condensed as follows: To engage in any lawful activity for which the Corporation may be incorporated under the Nevada General Corporation law.

Article IV
Capitalization

The Capitalization of the corporation is amended to reflect a 1:150 reverse share split and the re-authorization of 200,000,000 shares of common stock, par value, $.001 and the re-authorization of 25,000,000 shares of preferred stock, $.001.

A. Preferred Stock

The Board of Directors is authorized, subject to the limitations prescribed by law and the provisions of this Article, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

1. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

a. The number of shares constituting that series and the distinctive designation of that series;

b. The dividend rate on the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

c. Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

d. Whether that series shall have conversion privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

e. Whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

f. Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund;

g. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

h. Any other relative rights, preferences and limitations of that series.

2. Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment, before any dividends shall be paid or declared and set apart for payment on Common Stock with respect to the same dividend period.

3. If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

4. Unless otherwise provided in any resolution of the Board of Directors providing for the issuance of any particular series of Preferred Stock, no holder of Preferred Stock shall have any pre-emptive right as such holder to subscribe for, purchase or receive any part of any new or additional issue of capital stock of any class or series, including unissued and treasury stock, or obligations or other securities convertible into or exchangeable for capital stock of any class or series, or warrants or other instruments evidencing rights or options to subscribe for, purchase or receive any capital stock of any class or series, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend.

B. Common Stock

1. Subject to the prior and superior rights of the Preferred Stock and on the conditions set forth in the foregoing parts of this Article or in any resolution of the Board of Directors providing for the issuance of any particular series of Preferred Stock, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

2. Except as otherwise provided by law, by this Certificate of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issue of any series of the Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Common Stock being entitled to one vote for each share held.

3. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full the amount to which they respectively shall be entitled, or a sum sufficient for such payments in assets of the Corporation shall be distributed pro rata to the holders of the Common Stock

in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

The number of shares of the corporation outstanding at the time of the adoption of the foregoing was 80,880,912 and the number of shares entitled to vote thereon was the same. The number of shares consenting to the action was 66,766,573. The shareholders consenting to the action represent a majority of the issued and outstanding shares.

Effective this 4th day of September 2001.

Robert Wallace, Secretary

Robert Wallace

FROM : FAX NO. : 801 258 9801; Sep 11 01 Aug. 11 2000 10:25AM P1
Sent By: ;

THIS FORM SHOULD ACCOMPANY AMENDED AND/OR RESTATED ARTICLES OF INCORPORATION FOR A NEVADA CORPORATION

1. Name of corporation: Finders Keepers, Inc.
2. Date of adoption of Amended and/or Restated Articles: September 4, 2001 FILED # C13314-99
3. If the articles were amended, please indicate what changes have been made: SEP 8 0 2001

(a) Was there a name change? Yes ☒ No ☐. If yes, what is the new name? IN THE OFFICE OF DEAN HELLER, SECRETARY OF STATE
The Bauer Partnership, Inc.

(b) Did you change your resident agent? Yes ☒ No ☐. If yes, please indicate new address:
2136 C Willowberry Dr. Las Vegas, NV 89108

(c) Did you change the purposes? Yes ☒ No ☐. Did you add Banking? ☐, Gaming? ☐, Insurance? ☐, None of these? ☒.

(d) Did you change the capital stock? Yes ☒ No ☐. If yes, what is the new capital stock?
Reauthorized 200,000,000 Common, $.001 par value & 25,000,000 Preferred, $.001 par valu
after a 1:150 reverse split.

(e) Did you change the directors? Yes ☐ No ☒. If yes, indicate the change:

(f) Did you add the directors liability provision? Yes ☐ No ☒.

(g) Did you change the period of existence? Yes ☐ No ☒. If yes, what is the new existence?

(h) If none of the above apply, and you have amended or modified the articles, how did you change your articles?

Robert Wallace, President
Name and Title of Officer
9-13-01
Date

STATE OF UTAH }
COUNTY OF } ss.

On September, 2001 personally appeared before me, a Notary Public, Robert Wallace, who acknowledged that he/she executed the above document.

NOTARY PUBLIC LYNN E. SCHOFIELD
Notary Public