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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
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NAME: PARK AVENUE MARKETING, INC.

AUDIT NUMBER.....H98000002229

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PARK AVENUE MARKETING, INC.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of Park Avenue Marketing, Inc. ("Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida does hereby certify:

First: That pursuant to Written Consent of the Board of Directors and Majority Shareholders of said Corporation dated February 2, 1998, the Shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

Articles I, III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

The name of the company is "BSD Healthcare Industries, Inc."

ARTICLE III

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 50,000,000 shares of Common Stock, par value \$.001 per share and 5,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

Effective upon the Corporation filing this Amendment to the Articles of Incorporation ("Effective Date"), each 14.5 shares of Common Stock, \$.001 par value per share, outstanding on the Effective Date will be changed into one (1) fully paid and nonassessable share of Common Stock, \$.001 par value per share; and that after the effective date of the Amendment, each holder of record of one or more certificates representing shares of the old Common Stock shall be entitled to receive one or more certificates representing the proportionate number of shares of new Common Stock on surrender of a stockholder's old certificates for cancellation. If a stockholder shall be entitled to a number of new shares of Common Stock which is not a whole number, then the number of new shares of Common Stock issued to the Stockholder shall be rounded upward to the nearest whole number.

The foregoing amendment was adopted by the Board of Directors and Majority Shareholders of the Corporation pursuant to Written Consent of the Board of Directors and Majority Shareholders of the Corporation dated February 2, 1998 acting unanimously by Written Consent pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.

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ROBERT BURNETT, ESQ., FL BAR # 0117978
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200 EAST LAS OLAS BOULEVARD, SUITE 1900
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Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the Secretary of this Corporation, has executed these Articles of Amendment as of Feb 2, 1998.

PARK AVENUE MARKETING, INC.

By: 
Stephen Rosedale, President

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