Andrew M. Feldman

September 20, 2000

Lawrence A. Franco Robert A. Stok

> Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

> > Melw, Inc. Re:

Dear Sir/Madam:

Enclosed please find an original and one set of the Articles of Incorporation for Melw, Inc., in addition to a draft in the amount of \$52.50 representing the filing fee, certified copy fee, and a certificate of status for same. Please file the Articles of Incorporation and return a certified copy of the Articles to the undersigned.

Should you have any questions please do not hesitate to contact the undersigned.

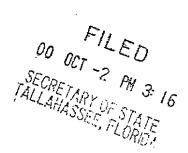
Very truly yours,

LAWRENCE FRANCO, ESQ.

Signed in absence to expedite

For the Firm

/epg encl.



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

	Melw , Inc.		
	(present na		

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I of the Articles of Incorporation of Melw, Inc. should be amended pursuant to the Special Meeting of the Board of Directors of Melw, Inc. held on Thursday, August 10, 2000 at 10:10 a.m., during which the name of the corporation was changed to "International Laser and Light, Inc."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: Amendment #1 adopted 8/10/2000
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
Ā	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 10th day of August, 2000.
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	are simenoteers;
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Coy Comart
	Typed or printed name
	President
	11115

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