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Page 002

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BASIC AMENDMENT

THIRD STREAM BIOSCIENCE, INC.

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Page 001



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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THIRD STREAM BIOSCIENCE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, THIRD STREAM BIOSCIENCE, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Corporation's Articles of Incorporation has been amended to read as follows:

"ARTICLE III

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Five Million (5,000,000) shares of common stock with a par value of \$0.01 per share (the "Common Stock"), and Five Million (5,000,000) shares of preferred stock with a par value of \$0.01 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of capital stock of the Corporation.

A. Common Stock. The shares of Common Stock will entitle the holders thereof to the following rights and privileges.

1. Voting. The holders of the Common Stock are entitled to one (1) vote for each share held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

2. Dividends, Distributions, Stock Splits, etc. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

3. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of shares of Common Stock shall be entitled to any assets of the Corporation available for distribution to the holders of its Common Stock.

4. Relationship to Preferred Stock. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock, if any.

Fax Audit Number: H05000070077 3
157639

Fax Audit No.: H05000070077 3

B. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock that may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolutions creating same.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior, rank equally, or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

The consideration for all of the said Common Stock and Preferred Stock shall be payable in cash, or in property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation."

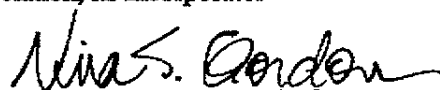
SECOND: The foregoing amendment was adopted on March 22, 2005.

THIRD: The foregoing amendment was approved by the sole Incorporator of the Corporation prior to the issuance of any shares of capital stock of the Corporation, pursuant to the provisions of Florida Statutes Section 607.1005. No shareholder action or vote was required.

IN WITNESS WHEREOF, THIRD STREAM BIOSCIENCE, INC., a Florida corporation, has caused these Articles of Amendment to be signed by the undersigned Incorporator as of March 22, 2005.

THIRD STREAM BIOSCIENCE, INC., a Florida corporation

By: Nina S. Gordon, P.A., a Florida professional association, its Incorporator

By: 
Nina S. Gordon, President

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