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BASIC AMENDMENT**SIGNET DIAGNOSTIC CORPORATION**

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*Amendment**5/3/01 DC*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 2001

SIGNET DIAGNOSTIC CORPORATION
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 2, 2001

SIGNET DIAGNOSTIC CORPORATION
3555 FISCAL CT
8 & 9
RIVIERA BCH, FL 33404USSUBJECT: SIGNET DIAGNOSTIC CORPORATION
REF: P93000014982

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If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

THE TITLE OF THE SIGNOR IS ILLEGIBLE.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate SpecialistFAX Aud. #: H01000062167
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SIGNET DIAGNOSTIC CORPORATION

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file the Articles of Amendment to the Articles of Incorporation of Signet Diagnostic Corporation, a Florida corporation pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act:

1. The name of the corporation is Signet Diagnostic Corporation (the "Company").
2. Article III - Capital Stock of the Company's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to issue and have outstanding at any one time shall be Twenty-five million (25,000,000) shares which are to be divided into two classes as follows:

20,000,000 shares of common stock with a par value \$.01 per share, and 5,000,000 shares of 10% Cumulative Convertible Preferred Stock with a par value of \$.01 per share.

The 10% Cumulative Convertible Preferred Stock shall have the following designations, rights and preferences:

1. Stated Value. Upon issuance the stated value of the shares of 10% Cumulative Convertible Preferred Stock shall be \$1.00 per share.
2. Voting Rights. Except as may be provided by applicable Florida law, holders of the shares of 10% Cumulative Convertible Preferred Stock shall have no voting rights concerning any matter being voted upon by the corporation's shareholders.

James M. Schneider, Esq - FL Bar No. 214338
Atlas Pearlman, P. A.
350 East Las Olas Blvd., Suite 1700
Fort Lauderdale, Florida 33301
Phone: (954) 763-1200

3. Conversion Privilege. Each share of 10% Cumulative Convertible Preferred Stock is convertible into one share of the corporation's common stock at any time at the option of the holder.

4. Redemption. The shares of 10% Cumulative Convertible Preferred Stock are not redeemable by the corporation.

5. Dividends. The shares of 10% Cumulative Convertible Preferred Stock shall pay ten percent (10%) annual cash dividends in arrears out of funds legally available for the payment of dividends by the corporation so long as the shares are outstanding, in preference and priority to any payment of any dividend on the common stock of the corporation. Such dividends shall accrue on any given share from the day of original issuance of such shares and shall accrue from day to day whether or not earned or declared.

6. Liquidation. In the event of any voluntary or involuntary dissolution or winding up of the corporation, the holders of shares of 10% Cumulative Convertible Preferred Stock then outstanding shall be entitled to be paid out of the assets of the corporation available for distribution to its shareholders an amount per share equal to \$1.00 without interest, and no more, before any payment shall be made to the holders of any stock of the corporation ranking junior to the 10% Cumulative Convertible Preferred Stock. A merger or consolidation of the corporation with or into any other corporation, share exchange or sale of conveyance of all or any part of the assets of the corporation which shall not in fact result in the liquidation of the corporation and the distribution of assets to its shareholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the corporation within the meaning of this Paragraph 6.

7. Transferability. The shares of 10% Cumulative Convertible Preferred Stock are not transferrable except with the prior written consent of the corporation, which such consent may not be forthcoming.

3. The following additional articles are added to the Company's Articles of Incorporation.

ARTICLE XI - AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII - CONTROL SHARE ACQUISITIONS

This corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

4. The foregoing amendment was duly adopted by unanimous written consent of the Board of Directors and the holders of a majority of the Company's issued and outstanding voting stock as of April 24, 2001. Therefore the number cast for the amendment to the Corporation Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, this Articles of Amendment to the Articles of Incorporation has been executed on the 1st day of May, 2001.

SIGNET DIAGNOSTIC CORPORATION

By: 

Michael Hoffman, Director
Chief Operating Officer