



P93000056577

ACCOUNT NO. : 072100000032

REFERENCE : 660000 7150717

AUTHORIZATION

Patricia Pigeto

COST LIMIT : \$ 43.75

ORDER DATE : April 12, 2000

ORDER TIME : 10:25 AM

ORDER NO. : 660000-005

CUSTOMER NO: 7150717

000003209260--3

CUSTOMER: Richard Friedman, Esq
Sichenzia Ross & Friedman Llp
135 West 50th Street, 20th Fl.

New York, NY 10020

DOMESTIC AMENDMENT FILING

NAME: THERMACELL TECHNOLOGIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

ADR

FILED
00 APR 14 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 14 PM 12:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**02250, 00563, 00542, 00672*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 14, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: THERMACELL TECHNOLOGIES, INC.
Ref. Number: P93000056577

RESUBMIT

Please give original
submission date as file date.

We have received your document for THERMACELL TECHNOLOGIES, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 400A00020653

*Corrected -
4/17*

*we need a file
date of 4/14/2000*

3/29/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR 17 PM 12:14

RECEIVED

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
THERMACELL TECHNOLOGIES, INC.**

00 APR 14 PM 4:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of THERMACELL TECHNOLOGIES, INC., a corporation existing under the laws of the State of Florida, does hereby certify under the seal of the said corporation as follows:

1. The name of the Corporation (hereinafter referred to as the "Corporation") is Thermacell Technologies, Inc. The date of filing the original certificate of incorporation with the Secretary of State of Florida was August 12, 1993.

2. The certificate of incorporation of the Corporation is hereby amended by adding the following subsection to Article III:

(a) Upon effectiveness of a 1-for-4 reverse stock split of the Corporation's Common Stock, all issued and outstanding shares, as of the effective date, shall be consolidated to the extent that the issued and outstanding shares of Common Stock shall be reduced from approximately 10,733,650 prior to the reverse split to 2,683,414 following the reverse stock split. All fractional shares shall be rounded up to the next whole number of shares. The capital of the Corporation will not be reduced under or by reason of any amendment herein certified.

3. The amendment of the certificate of incorporation herein certified has been duly adopted by the unanimous written consent of the Corporation's Board of Directors in accordance with the provisions of Chapter 607.1006, Florida Statutes, as shareholder action not being required pursuant to such section, adopted on March 29, 2000.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment of the Corporation's Certificate of Incorporation to be signed by Peter Thomas, its President, and Gerald Couture, its Secretary, this 29th day of March, 2000.

THERMACELL TECHNOLOGIES, INC.

By: _____

Peter Thomas
President/Director

By: _____

Gerald Couture
Secretary/Director