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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

C. Coulllette JUL 21 2006

JUDITH KENNEY & ASSOCIATES, P.A.

Law Offices

777 Brickell Avenue, Suite 1070 Miami, Florida 33131  
Telephone (305) 373-7888 Facsimile (305) 373-3739  
e-mail jkenney@jkpalaw.com

July 13, 2006

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

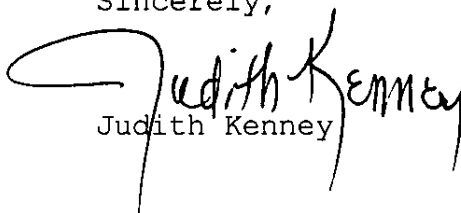
Re: Orthodontix, Inc.

Ladies and Gentlemen:

Enclosed please find an amendment to the Articles of Incorporation for the referenced corporation, together with our check in the amount of \$35.00 for the filing fee.

I have also enclosed a copy of the amendment and a self-addressed envelope for return of the file-stamped copy.

Sincerely,

  
Judith Kenney

Enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ORTHODONTIX, INC.

1. The name of the corporation filing these Articles of Amendment is Orthodontix, Inc. (the "Corporation").

2. Article III of the Articles of Incorporation of the Corporation is amended as follows to increase the Corporation's authorized shares of common stock:


**Article III - Capital Stock**

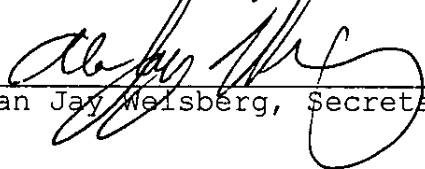
The Corporation is authorized to issue the following shares of capital stock: (a) 1,500,000,000 shares of common stock, par value \$.0001 per share (the "Common Stock"); and (b) 100,000,000 shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").

3. The foregoing amendment was duly adopted by unanimous written consent of the directors and a majority of the shareholders of the Corporation on June 9, 2006.

IN WITNESS WHEREOF, the undersigned President and Secretary of Orthodontix, Inc. have executed these Articles of Amendment on behalf of the Corporation on this 9<sup>th</sup> day of June, 2006.

ORTHODONTIX, INC.

By:   
Glenn L. Halpryn, President

By:   
Alan Jay Welsberg, Secretary

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