

P96000075598

RUDEN  
MCCLOSKY  
SMITH  
SCHUSTER &  
RUSSELL, P.A.

1549 RINGLING BOULEVARD  
SUITE 600  
SARASOTA, FLORIDA 34236  
POST OFFICE BOX 49017  
SARASOTA, FLORIDA 34230-6017  
TELEPHONE: (941) 365-0140  
FAX: (941) 955-7590  
E-MAIL: JMD@RUDEN.COM

March 24, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

300002125553--1  
-03/27/97--01022--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Heart Center Research, Inc.

Gentlemen:

Articles of Incorporation for this company were filed on September 9, 1996. Charter number P96000075598(8) was assigned.

Enclosed please find Articles of Amendment to the Articles of Incorporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fee. Please provide us with acknowledgment that this amendment was filed.

Sincerely yours,

RUDEN, McCLOSKY, SMITH,  
SCHUSTER & RUSSEL, P.A.

*John M. Dart*  
John M. Dart

JMD:jlb

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 AM 11:47  
*Amend*

MAR 28 1997

ARTICLES OF AMENDMENT  
OF  
HEART CENTER RESEARCH, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 AM 11:47

By unanimous consent of the ten (10) shareholders of HEART CENTER RESEARCH, INC., a Florida corporation, being all of the shareholders of said corporation, at a meeting held for that purpose pursuant to Florida Statute 607.1003(6), the following amendment to the Articles of Incorporation was adopted:

AMENDMENT I

1. Article VII of the Articles of Incorporation is amended to delete Barry J. Weckesser and Michael Basnight as directors of the corporation.
2. The Amendment shall be effective on the date of these Articles of Amendment with the Secretary of State of the State of Florida..

Dated this 13th day of November, 1996.

HEART CENTER RESEARCH, INC.

By: *Martin J. Frey*  
Martin J. Frey, President

ATTEST:

*Kenneth D. Henson, MD*  
Kenneth D. Henson, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

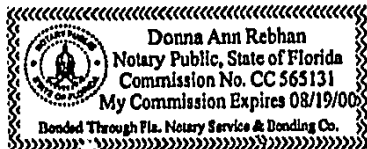
This instrument was acknowledged before me this 15 day of November, 1996, by Martin J. Frey as President and Kenneth D. Henson as Secretary of Heart Center Research, Inc., a Florida corporation, on behalf of the corporation, who are personally known to me or have produced as identification.

*Donna Ann Rebhan*  
Notary Public  
LONNA ANN REBHAN  
Print Name of Notary  
11/24/97

My Commission Expires:

8/19/00

SAR:18781:1



P96000075659

900002120559--7  
-03/21/97--01072--002  
\*\*\*180.00 \*\*\*180.00

March 20, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: FAIRLANE FOODS  
INC.

DEBIT MEMO: # 3497-E

CHECK #: 2229