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April 3, 1998

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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-04/06/98--01080--008
*****35.00 *****35.00

Re: Biolyte Research Corporation

Dear Sir or Madam:

Enclosed for filing you will please find the Articles of Amendment for Biolyte Research Corporation dated April 3, 1998 and a check in the amount of \$35.00 for the filing fee.

Also enclosed is a self-addressed stamped envelope for a copy of the Articles.

Sincerely yours,

Curtis Carlson
Curtis Carlson

CC:rml
Enclosures

FILED
98 APR -6 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 9 1998

ARTICLES OF AMENDMENT OF
BIOLYTE RESEARCH CORPORATION

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98 APR -6 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the sole Incorporator of Biolyte Research Corporation pursuant to Section 607.1005, Fla. Stat. (1995), hereby file with the Department of State of the State of Florida these Articles of Amendment of the Articles of Incorporation.

1. The name of the corporation is Biolyte Research Corporation (the "Company"). The Company's Articles of Incorporation were filed on March 19, 1998, and assigned document number P98000026254.

2. On April 2, 1998, before the issuance of any shares of the Company, I adopted an amendment of the Company's Articles of Incorporation which amended Article IV, Paragraph 1, of the Articles of Incorporation in its entirety, to now read:

The aggregate number of shares which this corporation shall have the authority to issue is 10,000,000 and such shares are to consist of one class only, namely Common Stock, and the par value of each such shares shall be \$.001.

3. The date of the adoption of the amendment is April 2, 1998.

4. This amendment is made by the sole Incorporator who is executing this amendment to certify his approval of the amendment.

Dated this 3rd day of April, 1998.

Biolyte Research Corporation

By: Mark L. Shenkin
Mark L. Shenkin,
Incorporator