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FILED
02 MAR 21 AM 9:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

March 19, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/21/02-01069-001
*****35.00 *****35.00

Re: Kirk Pharmaceuticals, Inc.

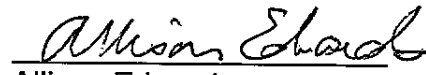
Dear Sir or Madam:

Enclosed and filed herewith is the Amendment to the Articles of Organization for Kirk Pharmaceuticals, Inc., a Florida corporation. A copy is also enclosed.

Also, enclosed and paid herewith is a check in the amount of \$35.00 for the filing fee.

Please call me if you have any questions.

Sincerely,


Allison Edwards

KIRK PHARMACEUTICALS, INC.

5317 NW 35th Terrace • Ft. Lauderdale, FL 33309 • E-mail: kirkpharma@aol.com • Ph. (954) 486-4590 • Fax (954) 486-7677

Ps 3/27/02
Amend

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
KIRK PHARMACEUTICALS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Kirk Pharmaceuticals, Inc.
2. The Articles of Incorporation are amended to repeal ARTICLE III SHARES and substitute therein the following.

**"ARTICLE III
SHARES**

The Corporation is authorized to issue Eight Hundred Fifty Thousand (850,000) shares of voting common stock at a par value of \$.002 per share and One Hundred Fifty Thousand (150,000) shares of nonvoting common stock at a par value of \$.002 per share. The voting common stock of the Corporation shall have the following characteristics:

- a. Par value of \$.002 per share.
- b. At all meetings of the stockholders the voting common stock shall be entitled to cast one (1) vote for each share of voting common stock owned. The fact that a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- c. Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.
- d. Other than with respect to voting rights, the voting and nonvoting common stock shall have identical rights."

3. The foregoing amendment was adopted by resolution of the shareholders dated February 12, 2002. The number of votes cast by the shareholders for the amendment was sufficient for approval.

ATTEST:

Allison Edwards
Allison Edwards, Secretary

Kirk Pharmaceuticals, Inc.

John Copanos
John Copanos, President

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

On this 12th day of February, 2002, before me personally appeared John S. Copanos, President of Kirk Pharmaceuticals, Inc., and Allison Edwards, Secretary of Kirk Pharmaceuticals, Inc., who being by me first duly sworn, did say that they are the officers of said corporation, duly organized under the laws of the State of Florida; and that the instrument was executed on behalf of the corporation by authority of its shareholders at the meeting held on February 12, 2002; and they acknowledged the instrument to be free act and deed of said corporation.

WITNESS my hand and official seal at February 12, 2002, in the County of Broward and State of Florida, the day and year first above written.

My commission expires:

Douglas Klein
Notary Public
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0034000
MY COMMISSION EXPIRES MAY 2004