

CT CORPORATION SYSTEM

M95744

CORPORATION(S) NAME

Amarex Corporation

FILED
2002 SEP 26 PM 2:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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02 SEP 26 PM 12:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 9/26/02
 Availability _____
 Document _____
 Examiner _____ AAM
 Updater _____
 Verifier _____
 W.P. Verifier _____

Order#: 5610501
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 Ref#: *****35.00 *****35.00
 Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

C. Coulliette SEP 26 2002

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
AMAREX CORPORATION**

Pursuant to the provisions of Florida Statutes Section 607.1007, the undersigned corporation hereby certifies the following regarding its Restated Articles of Incorporation (the "Restated Articles"):

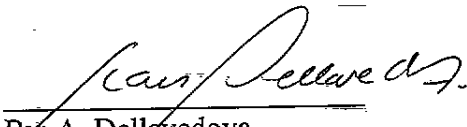
1. The name of the corporation is Amarex Corporation (the "Corporation")
2. The Corporation's Board of Directors approved by resolution the Restated Articles on September 1, 2002.
3. The Corporation's Restated Articles shall be effective as of September 1, 2002.
4. The Restated Articles do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series, and do not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.
5. The Restated Articles are attached to this Certificate of Amendment.

Dated: September 1, 2002

AMAREX CORPORATION
a Florida corporation


By: A. Alexander

Its: President


By: A. Dellavedova

Its: Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**RESTATED ARTICLES OF INCORPORATION OF
AMAREX CORPORATION**

FIRST: The name of the corporation is Amarex Corporation (the "Corporation")

SECOND: The Corporation's principal office and mailing address is 1602 Alton Road, #100, Miami, Florida, 33139.

THIRD: The Corporation is authorized to issue up to an aggregate number of One Million (1,000,000) shares, each with a par value of One Dollar (\$1.00).

FOURTH: (a) The shares are to be divided into classes, and the designation of each class of shares is as follows:

Preferred Non-Voting Stock 900,000 Class "A"

Common Non-Voting Stock 90,000 Class "B"

Common Voting Stock 10,000 Class "C"

(b) The Corporation's Board of Directors may specify the preferences, limitations, and relative rights of Class "A" and "B" shares upon designating and authorizing such shares.

FIFTH: The Corporation's Board of Directors shall have full and unfettered authority to establish a series for the Class "A" and Class "B" stock, and to fix and determine the variations of the relative rights and preferences between, among, or within any series.

SIXTH: The name of the Corporation's registered agent is IBC Fiduciary, Inc., which is located at 100 SE 2nd Street, Suite 2315-A, Miami, Florida 33131.

SEVENTH: The name and address of the Corporation's sole director are:

A. Alexander
1602 Alton Road, #100
Miami, Florida 33139

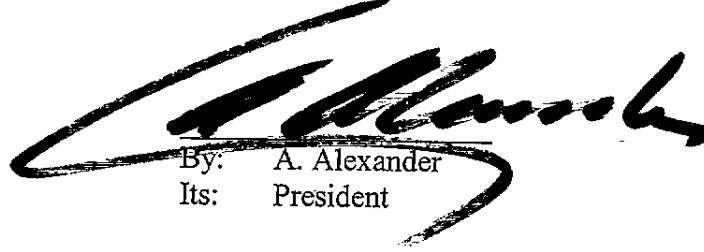
EIGHTH: The Corporation shall have a perpetual existence.

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NINTH: A majority of the Corporation's shareholders approved these Restated Articles of Incorporation on September 1, 2002.

The undersigned has executed these Restated Articles of Incorporation on this 1st day of September, 2002.


AMAREX CORPORATION



By: A. Alexander
Its: President

The Corporation's registered agent, IBC Fiduciary, Inc., hereby acknowledges and accepts its obligations pursuant to Florida Statutes Section 607.0501.

Dated: September 1, 2002 IBC FIDUCIARY, INC.



By: A. Nuh
Its: Vice President