



503390

ACCOUNT NO. : 072100000032
REFERENCE : 234409 4303929
AUTHORIZATION : Patricia P.
COST LIMIT : \$ 87.50

FILED
97 JAN 27 PM 12:45
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

ORDER DATE : January 23, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 234409-005

500002068955--5

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: VIROGROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
96 JAN 27 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Kathy Drake

N. HENDRICKS JAN 27 1997

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VIROGROUP, INC.**

FILED
97 JAN 27 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1106 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is VIROGROUP, INC. (the "Corporation"), Charter #503390, filed on May 18, 1976.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation and all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on January 23, 1997 in the manner prescribed by Section 607.1003 of the Act:

At 5:00 p.m., Eastern time, on the date of the filing of this amendment to the Articles of Incorporation, all outstanding shares of Common Stock held by each holder of record on such date shall be automatically combined at the rate of one-for-eight without any further action on the part of the holders thereof or this Company. No fractional shares shall be issued. In lieu of issuing fractional shares, the Company's transfer agent will sell any such fractional shares at the then prevailing price on the Nasdaq SmallCap Market. The Company's transfer agent shall determine the amount of the net proceeds of the sale to which each holder of fractional shares is entitled, and shall, as soon as practicable after such determination has been made, mail such amount, without interest, to such holders.

IN WITNESS WHEREOF, the undersigned being the ~~Assistant~~ ^{Secretary} of the Corporation has executed these Articles of Amendment to Articles of Incorporation of VIROGROUP, INC. this 23rd day of January, 1997.

VIROGROUP, INC., a Florida corporation


Signature

Larry Ackenly
Print Name and Title Secretary