

681706

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June 18, 2002

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Secretary of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Amendment for Non-Invasive Monitoring Systems, Inc.

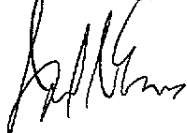
To Whom It May Concern::

Enclosed find the Articles of Amendment to the Articles of Incorporation for Non-Invasive Monitoring Systems, Inc., document number 681706. Also, please find our check in the amount of \$43.75 covering the \$35.00 filing fee and \$8.75 for the certified copy.

Please return copies to us in the enclosed envelope for our files.

If you have any questions please contact me at (305) 866-3360.

Yours truly,



Joseph I. Emas

Enclosure (2)

FILED  
02 JUN 20 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ac 6/24  
Amend

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NON-INVASIVE MONITORING SYSTEMS, INC.

**FILED**  
02 JUN 20 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Allan F. Brack, Chief Executive Officer of Non-Invasive Monitoring Systems, Inc., a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify that

1. The name of the Corporation is NON-INVASIVE MONITORING SYSTEMS, INC., document number 681706.
2. The following provision of the Articles of Incorporation of the Corporation are amended as follows:

Article Six is deleted and replaced with the following:

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have eight directors consisting of two directors in Class One, two directors in Class Two, and four directors in Class Three. Class One Directors to serve initially for two years and then for periods of six years, Class Two Directors to serve initially for four years and then for periods of six years, and Class Three Directors to serve initially for six years and then for periods of six years, until the appropriate Annual Meeting of Stockholders, or solicitation of written consents in place of the annual meeting, at which each such term expires and until their successors have been elected and qualified. The number of Directors in each class may be increased or diminished from time to time in accordance with the provisions of the Corporation's by-laws, but shall never be less than one and provided that written consent is received by the majority of directors in Class Three.

3. In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this amendment shall be effective upon its filing with the Florida Department of State.

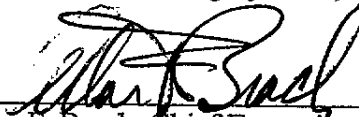
4. The foregoing amendment was adopted on May 29, 2002, by a majority of the Corporation's shareholders and Board of Directors pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes. The number of votes cast by the shareholders for the amendment was sufficient for approval by the shareholders.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, Non-Invasive Monitoring Systems, Inc., has caused this Articles of Amendment to the Articles of Incorporation to be executed by the undersigned duly authorized officers of the Corporation as of the 29<sup>th</sup> day of May, 2002.

Non-Invasive Monitoring Systems, Inc., a Florida corporation

By: \_\_\_\_\_

  
Allan F. Brack, Chief Executive Officer