

F00000006585

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NATURIZE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -6 AM 11:35

Dear Sir or Madam:

The enclosed Certificate of Amendment to Articles of Corporation and check are submitted to amend the above referenced corporation.

Please return all correspondence concerning this matter to the following:

Paul C. Porter
Naturize BioSciences, Inc.
11737 Central Parkway, Suite A
Jacksonville, FL 32224

900004367619--7
-06/06/01--01055--014
*****52.50 *****52.50

For further information concerning this matter, please call:

Cathy Myron at 904-996-7700

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Filing Fee, Certificate of Status, Certified Copy \$52.50

W01-13463

N/C

V SHEPARD JUL 10 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2001

PAUL C. PORTER
NATURIZE BIOSCIENCES, INC.
11737 CENTRAL PKWY., STE. A
JACKSONVILLE, FL 32224

SUBJECT: NATURIZE, INC.
Ref. Number: F00000006585

We have received your document for NATURIZE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Velma Shepard
Corporate Specialist

Letter Number: 901A00036278

Rec'd 7/6

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL -6 AM 11:35

1. Naturize, INC.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under laws of

3. November 29, 2000

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 11, 2001

5. Naturize BioSciences, Inc.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Paul Porter
Signature

7/2/01
Date

Paul C. Porter
Typed or printed name

Chairman, Treasurer/Secretary
Title

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATURIZE, INC.", CHANGING ITS NAME FROM "NATURIZE, INC." TO "NATURIZE BIOSCIENCES, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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010282487

AUTHENTICATION: 1208301

DATE: 06-25-01

CERTIFICATE OF AMMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Naturize, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article IX is amended as follows:

Change of name from Naturize, Inc. to Naturize BioSciences, Inc.

SECOND: That the capital of said corporation shall not be reduced under or by reason of said amendment.

THIRD: The date of amendment's adoption: may 9th, 2001.

FOURTH: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 9th day of may, 2001

Signature

Name

Title

J. Neal Butler

Vice Chairman & CEO