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BASIC AMENDMENT
NATURIZE BIOSCIENCES, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 10, 2004

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

SUBJECT: NATURIZE BIOSCIENCES, INC.
REF: F00000006585

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date authorized to do business in Florida was November 29, 2000. Please correct your document accordingly. Please remove the corporate name from number six on the application.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000028937
Letter Number: 804A00009022

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F00000006585

1. Naturize BioSciences, Inc.

2 Delaware

3. 11/29/2000

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1-27-2004

(New duration)

(New jurisdiction)

1/22-2004

(Date)

(Title of person signing)

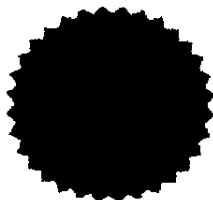
Delaware

PAGE 1

The First State

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 RESTATED CERTIFICATE OF "NATURIZE BIOSCIENCES, INC.", CHANGING ITS NAME FROM "NATURIZE BIOSCIENCES, INC." TO "BIOSCIENCES HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2004, AT 12:37 O'CLOCK P.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

3302863 8100

040055134

AUTHENTICATION: 2898010

DATE: 01-29-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:12 PM 01/27/2004
FILED 12:37 PM 01/27/2004
SRV 040055134 - 3302863 FILE

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF NATURIZE BIOSCIENCES, INC.**

The undersigned, Paul C. Porter, certifies that he is the Chairman and Chief Executive Officer of **NATURIZE BIOSCIENCES, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), and does hereby further certify as follows:

1. The name of the Corporation is Naturize Biosciences, Inc.
2. The name under which the Corporation was originally incorporated was Naturize, Inc. and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 17, 2000.
3. This Amended and Restated Certificate of Incorporation was duly adopted by and in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.
4. This Amended and Restated Certificate of Incorporation not only restates and integrates but also amends the provisions of the Corporation's Certificate of Incorporation.
5. The text of the Amended and Restated Certificate of Incorporation of the Corporation as amended or supplemented heretofor is hereby amended and restated to read in its entirety as follows:

FIRST : The name of the Corporation is BioSciences Holdings, Inc.

SECOND: Its registered office is to be located at 1209 Orange Street, in the city of Wilmington, County of New Castle, Delaware. The registered agent is The Corporation Trust Company.

THIRD: The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is nine million (9,000,000) shares which shares shall be common stock at a par value of (\$0.001) per share.

FIFTH: Each person who serves or who has served as a director shall not be personally liable to the Corporation or its stockholders for monetary damages or for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the Corporation of its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is

imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

[signatures on the following page]