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HARK & ASSOCIATES, P.A.

2514 HOLLYWOOD BOULEVARD, SUITE 308 HOLLYWOOD, FLORIDA 33020 e-mail: mattyon@harklegal.com

CLIFFORD B. HARK LAURA A. BOURNE MATTHEW F. YON

Hollywood: (954) 925-7795 Miami-Dade: (305) 935-4436 Palm Beach: (561) 989-0022 Facsimile: (954) 925-7855

January 7, 2003

Department of State Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, Florida 32314

Re:

Amendment

Document No. F98000001645

Dear Department of State:

Enclosed please find the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with my firm's Trust Account check in the amount of Thirty-Five Dollars and 00/100 (\$35.00), which funds represent the necessary fees to amend the name of the foreign corporation from Daiwa Products, Inc. to DAIWA HEALTH PRODUCTS, INC.

Additionally, enclosed for your reference please find a copy of the State of Delaware Certificate of Amendment, along with a certified copy of the Delaware Department of State letter evidencing the filing of same.

Please return all correspondence concerning this matter, including the Letter of Acknowledgment, to the following address:

> Daiwa Health Products, Inc. C/o Hark & Associates, P.A. 2514 Hollywood Boulevard, Suite 308 Hollywood, Florida 33020

Please feel free to contact our office with any questions or concerns. Thank you for your immediate attention in this matter. I remain,

Very truly yours,

HARK & ASSOCIATES, P.A.

Matthew 7. You

Matthew F. Yon, Esquire

For the Firm

Michael Nyman Cc:



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)

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DAIWA PRODUCT	's TWO			4:2
	Name of corporation as it appears on t	the records	of the Department of State)	
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(Incorpo	rated under laws of)		(Date authorized to do busi	
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president, or any off	irman or vice chairman of the board, icer, or if the corporation is in the hand	s of	(23(10)	•
a receiver, trustee, or fiduciary)	r other court-appointed fiduciary, by th	at		
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MICHAEL NO	MAN ped or printed name)		President (Title)	
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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 CERTIFICATE OF AMENDMENT OF "DAIWA PRODUCTS, INC.", CHANGING ITS NAME FROM "DAIWA PRODUCTS, INC." TO "DAIWA HEALTH PRODUCTS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

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



Warriet Smith Windson, Secretary of State

AUTHENTICATION: 2182146

2848136 8100

030000642 DATE: 01-02-03

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 04:30 PM 12/31/2002 030000642 - 2848136

STATE of DELAWARE CERTIFICATE of AMENDMENT of CERTIFICATE of INCORPORATION DAIWA PRODUCTS, INC.

- First: That a meeting of the Board of Directors of <u>Daiwa Products. Inc.</u> resolutions were
 duly adopted setting forth a proposed amendment of the Certificate of Incorporation of
 said corporation, declaring said amendment to be advisable and calling a meeting of the
 stockholders of said corporation for consideration thereof. The resolution setting forth
 the proposed amendment as follows:
 - Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be read as follows:

"The name of this Corporation is Daiws Health Products, Inc."

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special
 reseting of the stockholders of said corporation was duly called and held, upon notice in
 accordance with Section 222 of the General Corporation Law of the State of Delaware at
 which meeting the necessary number of shares as required by statute were voted in favor
 of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporate Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amorganent.
- In Witness Whereof, said President and Director has caused this certificate to be signed by MICHAEL NYMAN, an Authorized Officer, this 3Dday of December, 2002.

By: MICHAEL NYMAN President