

ACCOUNT NO. : 072100000032

REFERENCE: 269903

AUTHORIZATION

COST LIMIT : \$ 87

ORDER DATE: February 24, 1997

ORDER TIME : 9:07 AM

ORDER NO. : 269903-010

CUSTOMER NO: 4340059

700002094987--4

CUSTOMER: Ms. Toni A. Clark

Kelley Drye & Warren, Llp

2400 Miami Center

201 South Biscayne Boulevard

Miami, FL 33131-2399

DOMESTIC AMENDMENT FILING

NAME: PHARMED GROUP CORP.

EFFICTIVE DATE:

_ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FMINDMENT 112/24/197

ARTICLES OF AMENDMENT

OF

PHARMED GROUP CORP.

1. Article III of the Articles of Incorporation of PHARMED GROUP CORP., is hereby amended so as to read as follows:

ARTICLE III

AUTHORIZED SHARES

The corporation is authorized to create and issue one hundred ten million shares of Common Stock having a par value of one cent (\$0.01) per share.

2. The foregoing amendment was adopted by the shareholders and directors of this Corporation, pursuant to Section 607.1003 of the Florida Statutes, on the statutes, day of December, 1996.

Jorge L. de Cespedes, President