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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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American Consolidated Laboratories, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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5/5/97

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN CONSOLIDATED LABORATORIES, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICAN CONSOLIDATED LABORATORIES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby submits these Articles of Amendment to its Articles of Incorporation in accordance with Section 607.1006 and 607.0602 of the Florida Business Corporation Act and, for the purpose of amending its Articles of Incorporation, hereby states:

1. The name of the corporation is American Consolidated Laboratories, Inc.
2. The amendment adopted adds to Article III of the Articles of Incorporation of the Corporation, the following provisions for the purpose of establishing the preferences, limitations and relative rights of the shares of preferred stock authorized by the Articles of Incorporation:

"A. Series A Stock."

"1. Designation. The distinctive serial designation of this series of Preferred Stock shall be "Series A Redeemable Preferred Stock" (hereinafter the "Series A Stock")."

"2. Number of Shares. The Series A Stock shall consist of 5,000,000 shares, which number shall not be increased but may be decreased from time to time by a resolution or resolutions of the Board of Directors. Shares of Series A Stock redeemed or purchased by the corporation shall be canceled and shall revert to authorized but unissued shares of Preferred Stock, undesignated as to series, subject to reissuance by the corporation as shares of Preferred Stock of any one or more series."

"3. Dividends. Each holder of Series A Stock shall be entitled to receive either cash dividends out of funds legally available for that purpose at the rate of \$0.10 per annum per share of Series A Stock owned by such holder or share dividends of Series A stock at the equivalent rate per share of Series A stock owned by such holder. Such dividends shall be cumulative from the Issue Date and shall be payable in monthly arrears on the fifth day of the following month (each such date being herein referred to as a "Dividend Payment Date"), commencing on June 5, 1997. The term "Issue Date" shall mean the date that shares of Series A Stock are issued by the corporation. If all of the authorized shares of Series A Stock are not issued on the same date, the Issue Date for each particular share of Series A Stock shall be the date upon which the particular share is issued by the corporation. The monthly period between

consecutive Dividend Payment Dates shall hereinafter be referred to as a "Dividend Period." Dividends for any period less than a full Dividend Period shall be calculated on a day-to-day basis and on the basis of a 30-day month. Each dividend shall be paid to the holders of record of the Series A Stock as their names appear on the share register of the corporation on the corresponding Record Date. Dividends on account of arrears for any past Dividend Periods may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date as may be fixed by the board of directors of the corporation."

"4. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the corporation, before any distribution or payment shall be made to the holders of the Common Stock the holders of the Series A Stock shall be entitled to be paid in cash \$1.00 per share for each outstanding share of Series A Stock as of the date of such liquidation or dissolution or such other winding up, plus any accrued and unpaid dividends thereon to such date. If such payment shall have been made in full to the holders of the Series A Stock, the remaining assets and funds of the corporation shall be distributed to the holders of the Common Stock. If, upon such liquidation, dissolution or other winding up of the affairs of the corporation, the net assets of the corporation distributable among the holders of all outstanding shares of the Series A Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the corporation shall be distributed among the holders of the Series A Stock ratably in proportion to the full amounts to which they would otherwise be entitled. Neither the consolidation or merger of the corporation into or with another corporation or corporations, nor the sale of all or substantially all of the assets of the corporation to another corporation or corporations shall be deemed a liquidation, dissolution or winding up of the affairs of the corporation within the meaning of this subparagraph III A(4)."

"5. Redemption by the Corporation.

(a) the corporation shall redeem all outstanding shares of Series A Stock in cash in whole (or, at the election of such holder, in part) in the event that (y) the corporation sells all or substantially all of the assets or capital stock or the corporation, (z) the corporation raises more than Three Million Dollars (\$3,000,000) of equity capital during any period of twenty-four (24) consecutive months (each of the foregoing events is hereinafter referred to as a "Series A Redemption Triggering Event"). Shares of the Series A Stock redeemed pursuant to this subparagraph III A(5) shall be redeemed at the redemption price of One Dollar (\$1.00) per share (hereinafter referred to as the "Series A Redemption Price")

on the date on which any of the Series A Redemption Triggering Events occurs (hereinafter referred to as the "Series A Redemption Date"). Any accrued but unpaid dividends up to and including the date the corporation makes payment of the Series A Redemption Price shall be added to the Series A Redemption Price."

"(b) Notice of every proposed Series A Triggering Event shall be sent by or on behalf of the corporation, by first class mail, postage prepaid, to each holder of record of the shares of Series A Stock at such holder's address as it shall appear on the records of the corporation, not less than thirty (30) days nor more than sixty (60) days prior to the Series A Redemption Date, and such notice shall (a) notify such holder of its right and option to demand redemption of such shares and of the Series A Redemption Date, (b) state the place or places at which the shares shall, upon presentation and surrender of the certificates evidencing such shares, be redeemed, and the Series A Redemption Price therefor, and (c) state the name and address of any Redemption Agent selected by the corporation in accordance with subparagraph III A(5)(d) below, and the name and address of the corporation's transfer agent for the Series A Stock, if any. The corporation may act as the transfer agent for the Series A Stock."

"(c) Within ten (10) days of the receipt of the notice required by subsection III A(5)(b) a holder of shares of Series A Stock, in order to require the corporation to redeem its shares, must send notice on its behalf, by first class mail, postage prepaid, to the corporation at the address of its principal office prior to the Series A Redemption Date, informing the corporation of (a) such election by the holder and (b) the number of shares the holder desires to have redeemed by the corporation."

"(d) Prior to the date on which there shall have been a public distribution of the Series A Stock, the corporation may act as the Redemption Agent to redeem the Series A Stock. Following any such public distribution, the corporation shall appoint as its agent for such purpose a bank or trust company in good standing, organized under the laws of the United States of America or any jurisdiction thereof, and having capital, surplus and undivided profits aggregating at least Twenty Million Dollars (\$20,000,000), and may appoint any one or more additional such agents which shall in each case be a bank or trust company in good standing organized under the laws of the United States of America or of any jurisdiction thereof, having an office or offices in Wake County, North Carolina, or such other place as shall have been designated by the corporation, and having capital, surplus and undivided profits

aggregating at least Twenty Million Dollars (\$20,000,000). The corporation or such bank or trust company is hereinafter referred to as the "Redemption Agent." Following such appointment and prior to any redemption, the corporation shall deliver to the Redemption Agent irrevocable written instructions authorizing the Redemption Agent, on behalf and at the expense of the corporation, to cause such notice of redemption to be duly mailed as herein provided as soon as practicable after receipt of such irrevocable instructions and in accordance with the above provisions. All funds necessary for the redemption shall be deposited with the Redemption agent in trust at least two business days prior to the Series A Redemption Date, for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor. Neither failure to mail any such notice to one or more such holders nor any defect in any notice shall affect the sufficiency of the proceedings for redemption as to other holders."

"(e) If notice of redemption shall have been given as provided in subparagraph III (A)(5)(c), and the corporation shall not default in the payment of the Series A Redemption Price, then each holder of shares put for redemption shall be entitled to all preferences and relative and other rights accorded by subparagraph 4(b) until and including the date prior to the Series A Redemption Date. If the corporation shall fail to make payment of the Series A Redemption Price, then each holder of the shares put for redemption shall be entitled to all preferences and relative and other rights accorded by subparagraph III (A) as if the shares had not been put for redemption. From and after the date the corporation makes payment of the Series A Redemption Price in accordance with subparagraph III (A)(5), and upon the surrender of the certificates for the shares so redeemed, such shares shall no longer be deemed to be outstanding, and all rights of redemption of such shares shall no longer be deemed to be outstanding, and all rights of the holders of such shares shall cease and terminate."

"6. Voting Rights. Each share of Series A Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of the corporation shareholders."

3. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

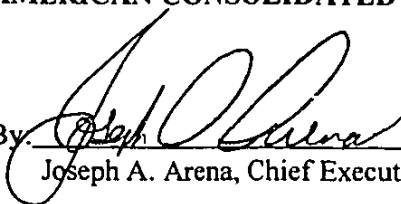
4. The amendment was duly adopted by the Corporation's Board of Directors on May 2, 1997, without shareholder action, which is not required because the Articles of Incorporation of the Corporation permit the Board of Directors to determine the preferences, limitations and

relative rights of preferred shares before the issuance of such shares, without shareholder action, in accordance with Section 607.0602 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to its Articles of Incorporation to be executed this 2nd day of May, 1997.

AMERICAN CONSOLIDATED LABORATORIES, INC.

By _____


Joseph A. Arena, Chief Executive Officer