



THE UNITED STATES
CORPORATION
COMPANY

J49181

ACCOUNT NO. : 072100000032

REFERENCE : 981064 4329325

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pigute

ORDER DATE : January 29, 2001

ORDER TIME : 11:58 AM

ORDER NO. : 981064-005

CUSTOMER NO: 4329325

CUSTOMER: Ms. Carol L. Wright
Brant Moore Macdonald & Wells,
P. O. Box 4548

Jacksonville, FL 32201-4548

Amend

900003589799--1

DOMESTIC AMENDMENT FILING

NAME: BAYWOOD TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS:

FILED
01 JAN 29 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN 29 PM 12:55
DIVISION OF NOTIFICATION

DR

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF BAYWOOD TECHNOLOGIES, INC.

FILED
01 JAN 29 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment of the Articles of Incorporation are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of Baywood Technologies, Inc., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of Baywood Technologies, Inc., and upon authority of all of the stockholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Baywood Technologies, Inc.
2. The Articles of Incorporation of Baywood Technologies, Inc. have been amended by deleting Article IV in its entirety and by substituting in lieu thereof the following Article:

"ARTICLE IV - Capital Stock

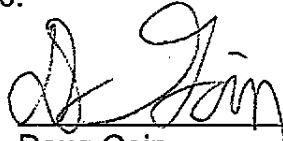
The authorized capital of the Corporation shall be 10,000,000 shares of the common stock at a par value of \$0.01 per share."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on December 15th, 2000, and written consent to the said Amendment was given on December 15th, 2000, by all of the stockholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.


4. Upon the filing of these Articles of Amendment to the Articles of Incorporation by the Department of State, the above referred to amendment shall become effective and

the Articles of Incorporation of Baywood Technologies, Inc. shall be deemed to be amended accordingly.

DATED this 15th day of December, 2000.



Doug Goin
President



William D. Fitzgerald
Secretary

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