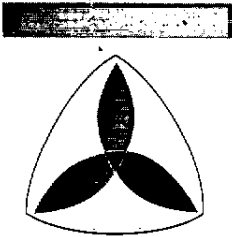


L50675



**TransDermal
Technologies,
Inc.**

P.O. Box 14804
North Palm Beach
Florida, U.S.A. 33408
561-848-2345
Fax: 561-842-6741

June 8, 1999

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

IN RE: TRANSDERMAL TECHNOLOGIES, INC.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Amendment to the Articles of Incorporation for TRANSDERMAL TECHNOLOGIES, INC., along with a check payable to the Secretary of State in the amount of \$43.75, representing payment for the filing of the enclosed Articles of Amendment and a certified copy.

After the Articles of Amendment have been filed, please return the certified copy to our office in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,

Annis I. Arasin
Secretary

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*****43.75 *****43.75

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99 JUN 23 PM 5:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LFS 6-24-99
685, 761



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 1999

Annis I. Arasim
% TRANSDERMAL TECHNOLOGIES, INC.
Post Office Box 14804
North Palm Beach, FL 33408

SUBJECT: TRANSDERMAL TECHNOLOGIES, INC.
Ref. Number: L50675

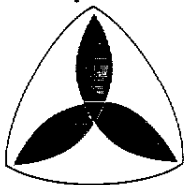
We have received your document for TRANSDERMAL TECHNOLOGIES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$43.75.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

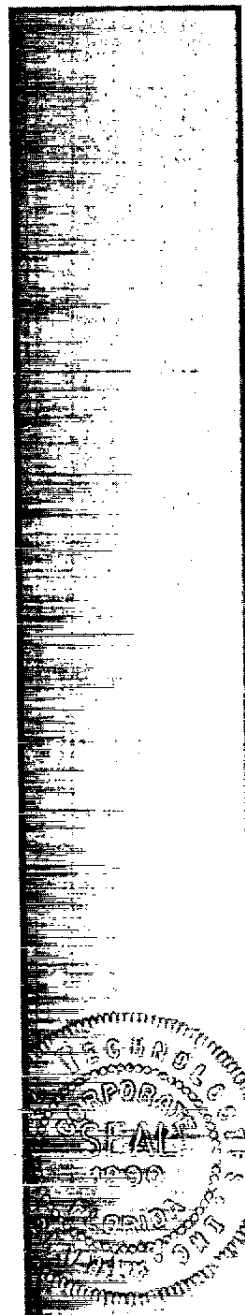
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DIVISION OF CORPORATIONS



**TransDermal
Technologies,
Inc.**

P.O. Box 14804
North Palm Beach
Florida, U.S.A. 33408
561-848-2345
Fax: 561-842-6741



**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRANSDERMAL TECHNOLOGIES, INC.**

FILED
99 JUN 23 PM 5:25
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1001 of Title XXXVI, the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is TransDermal Technologies, Inc.
Second: The following amendment to the Articles of Incorporation was adopted by the Shareholders of the Corporation on 31st of May, AD 1999, in the manner prescribed by Section 607.1001 of the Florida Business Corporation Act:

1. ARTICLE III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is Two Million (2,000,000) shares of common stock with a par value of \$.01 per share."

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Amendment to the Articles of Incorporation as of the 4th day of June, 1999, and do hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

TRANSDERMAL TECHNOLOGIES, INC.

By: Kenneth B. Kirby
Kenneth B. Kirby, President
and Annis I. Arasim
Annis I. Arasim, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me as of this 4th day of June, 1999 by Kenneth B. Kirby and Annis I. Arasim of TRANSDERMAL TECHNOLOGIES, INC., a Florida corporation, who is personally known to me on behalf of the corporation.

(SEAL)



HOLLY STEED
COMMISSION # **CC702842**
EXPIRES **DEC 15, 2001**
BONDED THRU

Holly Steed
Notary Public
My Commission Expires: