

Matthew E. Morrall, P.A.

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M00861

Matthew E. Morrall, Esquire

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November 28, 2000

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

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-11/30/00--01079--020
*****43.75 *****43.75

RE: PHYLOMED CORPORATION

Dear Sir/Madam:

Please find enclosed the Articles of Amendment to the Articles of Incorporation of Phylomed Corporation, along with a check in the amount of \$43.75 to be applied as follows: \$35 for filing fee for the Articles of Amendment and \$8.75 for a certified copy of the Articles of Amendment to be returned to me in the enclosed, self-addressed stamped envelope.

Please feel free to contact me if you have any questions.

Very truly yours,

[Signed in my absence to
avoid delay in transmittal]

Matthew E. Morrall

/jp
Enclosures

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FILED
00 DEC 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN DEC 19 2000



DEC 11 2000

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 2000

MATTHEW E. MORRALL, P.A.
2455 E. SUNRISE BLVD.
PENTHOUSE WEST
FORT LAUDERDALE, FL 33304

SUBJECT: PHYLOMED CORPORATION
Ref. Number: M00861

We have received your document for PHYLOMED CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 700A00061823

Pursuant to our discussion the attached language states that the majority shareholders affirmatively voted to adopt ... pursuant to Florida Statutes you have agreed to file per our conversation.

Matthew Morrall

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHYLOMED CORPORATION**

FILED
00 DEC 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phylomed Corporation, a Florida corporation (the "Company") by and through James W. Wishart, its President, and Suzanne Mundschenk, its Secretary, does hereby certify that:

In accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act, the Articles of Incorporation of the Corporation are amended as follows:

1. By an Action by Directors at a Meeting dated November 8, 2000, the Company's Board of Directors adopted a resolution (a) proposing to amend Article VI of the Company's Articles of Incorporation to change the authorized number of common stock shares from Twenty Million (20,000,000) to Two Hundred Million (200,000,000), no par value, and (b) directing that the proposed amendment be submitted to a vote of the Company's Shareholders for approval; and

2. By an Action by Shareholders Without a Meeting dated November 9, 2000, the Company's majority shareholders affirmatively voted to adopt the proposed amendment to Article VI so that the Company's Articles of Incorporation, in lieu of their present language, shall read as follows:

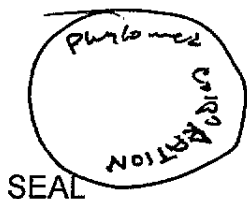
ARTICLE VI - AUTHORIZED SHARES

The number of shares of Common Stock previously authorized and approved as capital stock as Twenty Million (20,000,000) shares of Common Stock, no par value, shall be amended and increased to Two Hundred Million (200,000,000) shares, no par value, so that the authorized capital stock of the Corporation shall now be Two Hundred Million (200,000,000) shares of Common Stock, no par value.

The above-described amendments were adopted unanimously by the Board of Directors of the Corporation at the November 8, 2000 Board of Directors meeting, and by the Shareholders of the Corporation as of November 9, 2000 by the consent in writing of the holders of a majority of the outstanding shares of capital stock entitled to

vote thereon as provided in Section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be executed in its name, and its corporate seal to be hereunto affixed, by its proper officers thereunto duly authorized, this 20th day of November, 2000.



By: James W. Wishart
James W. Wishart, President

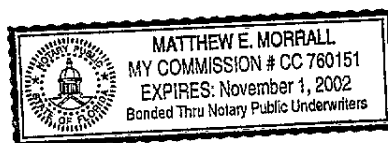
By: Suzanne Mundschenk
Suzanne Mundschenk, Secretary

Florida
STATE OF VIRGINIA
COUNTY OF Broward

BEFORE ME, the undersigned authority, personally appeared JAMES W. WISHART, as President of Phylomed Corporation, who is personally known to me or who has produced _____, as identification who, first being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument on behalf of the Corporation for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid on the 20th day of November, 2000.

Matthew E. Morfall
Notary Public, State of Florida at Large
Printed Name of Notary: _____
Commission No: _____
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared SUZANNE MUNDSCHEK, as Secretary of Phylomed Corporation, who is personally known to me or who has produced _____, as identification who, first being duly sworn on oath, acknowledged before me that she executed the above and foregoing instrument on behalf of the Corporation for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid on the 20th day of November, 2000.

Matthew E. Morrall
Notary Public, State of Florida at Large
Printed Name of Notary: _____
Commission No: _____
My Commission Expires: _____

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