Cord & Basett 537 E. Pète Rose Way Address OD00003170980--1

(513)85a-8200

000003170980--1 -03/15/00--01058--001 *****35.00 *****35.00

Office Use Only

	CORPORATION NAME(S)	& DOCUMENT NUMBER(S),	(if known):
--	---------------------	-----------------------	-------------

1. Mediphasics. Com (Corporation Name)	(Document #)
2. (Corporation Name)	(Document #) TALLAH AH
(Corporation Name)	(Document #) ASSET OF PROPERTY OF THE PROPERT
(Corporation Name) Walk in Pick up time Mail out Will wait	(Document #) Certified Copy Photocopy Certificate of Status
NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other

Examiner's Initials

3/23/00

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

MEDIPHASICS.COM, INC.

FILED

NAR 15 PH 3: 36

SECTION ASSEE, FLORIDA

TARLIAN ASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article V. Article V is amended to read as follows:

The capital stock of the corporation shall consist of 5,000,000 shares of common stock with no par value.

Article VII is amended to read as follows:

The business of the corporation shall be conducted by a Board of not less than one director. The name(s) and post office address(es) of the first director(s) is/are as follows:

Paul Sachdeva 5750 Edgewater Drive Orlando, Florida 32810-5259

John Strucke 3218 Millakin Place Burlington, Kentucky 41005

Neal Moser 6147 Kingsgate Dr. Burlington, Kentucky 41005

Article VIII is amended to read as follows:

The officers of the corporation shall be a CEO, a President, one or more Vice Presidents, a Secretary, and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President: John Strucke Vice President: Paul Sachdeva Secretary: Paul Sachdeva Treasurer: John Strucke CEO: Neal Moser

SECOND: If the amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A		
THIRD:	The date of each amendment's adoption: March 8, 2000	
FOURTE	I: Adoption of Amendment(s) (Check one)	
-	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	

The amendment(s) was/were adopted by the incorporators without action and shareholder action was not required.	out shareholder
Signed this 8th day of March, 2000.	· ••• . ,
Signature (By the Chairman or Vice Chairman of the Board of Directors, President of Signature)	dent or other
OR.	
(By a director if adopted by directors)	
OR.	-
(By an incorporator if adopted by the incorporators) PAUL SACHDEVA	- Tank then the same
<u>Incorporator</u> Title	