

P00000018079

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 18 PM 1:26

April 17, 2002

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles Amendment
Institute of Human Performance, Inc.

Dear Sir/Madam:

I have enclosed an original executed Articles of Amendment to the above-referenced corporation for filing and return.

I have also enclosed a check in the amount of \$43.75 to cover the amendment filing cost and the cost for a certified copy of the amendment.

Please return the certified copy to this address.

Thank you for handling.

Sincerely yours,

Ledyard H. DeWees

Ledyard H. DeWees

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LHD:bd

Amend. [Signature]

V SHEPARD APR 22 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INSTITUTE OF HUMAN PERFORMANCE, INC.**

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Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1006, the undersigned corporation certifies as follows and adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is : INSTITUTE OF HUMAN PERFORMANCE, INC.
2. The Articles of Incorporation of the said Corporation were filed on February 21, 2000 and assigned document number P00000018079.
3. The following amendment was adopted by the sole incorporator of the Corporation, there being no shares yet issued by the Corporation.

Article III is hereby deleted in its entirety and a new Article III is adopted as follows

“Article III – Capital Stock

This corporation is authorized to issue one class of common stock and one class of preferred stock, under the terms, conditions, limitations, preferences and characteristics as hereinafter set forth below:

1. The total amount of common voting stock, each share having one(1) vote, authorized by this Corporation is Twenty Million (20,000,000) shares, having a par value of \$.001 each, amounting in the aggregate to Twenty Thousand Dollars (\$20,000.00).
2. The total amount of Class A preferred stock, each share having One Hundred (100) votes, authorized by this Corporation is Two Hundred Fifty Thousand (250,000) shares, having a par value of \$.01 each, amounting in the aggregate to Two Thousand Five Hundred Dollars (\$2,500.00).

In any given fiscal year in which the directors of the corporation shall declare a dividend out of the surplus net distributable profits of the corporation, the holder(s) of Class A preferred stock shall be entitled to a fixed yearly dividend in a percentage amount, which such amount shall be fixed and declared by the directors of the corporation at the time of

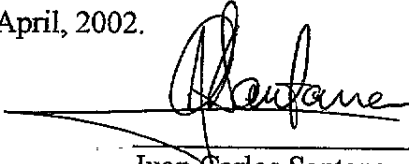
issuance of the Class A preferred stock. When and if such a dividend is declared by the directors, the holder(s) of the Class A preferred stock shall receive payment before any dividend shall be set apart or paid on the common stock. The dividends in respect to the Class A preferred stock shall be non cumulative and shall be non participating.

In the case of liquidation or dissolution of the corporation, the holder(s) of the Class A preferred stock shall be entitled to be paid in full the par value of the shares before any amount shall be paid to the holders of the common stock.

All stock of whatever class, when issued, shall be fully paid and shall be nonassessable."

4. The date of adoption of this amendment is April 15, 2002.

Signed this 15th day of April, 2002.



Juan Carlos Santana
Incorporator