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August 28, 2001

Florida Division of Corporations  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/30/01--01073--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: BSI BREATHING SYSTEMS INC.

Gentlemen:

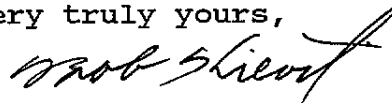
Enclosed for filing and approval are the original and a copy of First Articles of Amendment to the Articles of Incorporation of the above-captioned Florida corporation.

Also enclosed is our check in the amount of \$35.00

Please acknowledge and return the copy to me.

Thank you for your attention to this matter.

Very truly yours,



Robert W. Kievit

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amend

FIRST ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BSI BREATHING SYSTEMS INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation for profit adopts the following First Articles of Amendment to its Articles of Incorporation:

Article IV of the Articles of Incorporation are amended to read:

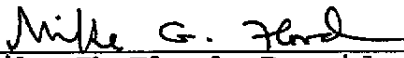
ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 15,000,000 shares of common stock having no par value.

\* \* \*

The above and foregoing amendment was approved by the shareholders of the corporation on the 16 day of July, 2001. The number of votes cast for the amendment by the shareholders was sufficient for approval. Action of the Board of Directors was not required.

Signed this 16 day of July, 2001.

  
Mike G. Flood, President  
G.  
MGF

RWK:skh:July 11, 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA