

Dr. Michael A. Duchesneau, MD

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December 29, 2000

Amendment Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900003524249--5
-01/05/01--01002--008
*****78.75 *****78.75

Amend

To Whom It May Concern:

Please find attached Articles of Amendment for **Hearingthings, Inc.**, a Florida Profit Corporation.

I have enclosed a check in the amount of \$78.75 to cover fees as follows:

Amendment Filing Fee:	\$35.00
Certified Copy of Original Articles of Incorporation (4 pages each X 2 certified copies X \$8.75)	\$17.50
Certified Copy of Amendments (1 page each X 2 certified copies X \$8.75)	\$17.50
Certificate of Status	\$ 8.75
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	\$78.75

FILED
01 JAN -4 PM 4:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Time is somewhat of the essence in these amendments, so I have also enclosed a self addressed, postage paid "Express Mail" envelope for the return of these documents.

Thank you for your assistance,

Sincerely,

Michael Duchesneau

Michael Duchesneau, MD

*APR
1/4/01*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEARINGTHINGS, INC**

FILED
01 JAN -4 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, 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: Amendments adopted:

-Article V is amended as follows:

ARTICLE V

The maximum number of shares that the Corporation is authorized to have outstanding at any time is ~~10,000,000~~ 100,000 shares of common stock having a par value of \$0.001 per share.

- Article VII is amended to add an additional Director:

Jimmy Wood
122 11th Street SW
Charlottesville, VA 22903

SECOND:

-No exchange, reclassification or cancellation of issue shares has occurred as a result of these amendments.

-These amendments shall be effective at 12:01 A.M. the date of their filing.

THIRD:

These amendments were adopted December 29, 2000

FOURTH:

These amendments were approved by the shareholders. The number of votes cast was sufficient for approval.

Signed this 29th day of December, 2000 at Tampa, FL



Michael A. Duchesneau, MD
President / Chairman / Incorporator / Registered Agent