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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

To Whom It May Concern:

Please find attached Articles of Amendment for Hearingthings, Inc, a Florida Profescorporation

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	4 27 IATE ORIDA
Certified Copy of Amendments (1 page each X 2 certified copies X \$8.75) Certificate of Status	\$17.50 \$ 8.75	·
	\$78.75	

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.

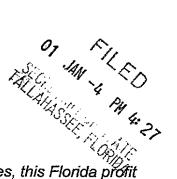
Thank you for your assistance,

Sincerely,

Michael Duchesneau, MD

ADR 114101

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF HEARINGTHINGS, INC



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 40,000,000 100,000 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