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BASIC AMENDMENT

SUNSCIENCE, INC.

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TALLAHASSEE, FLORIDA

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9/3/02
Amend
of

FAX AUDIT #H020001899937

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SUNSCIENCE, INC.
a Florida Corporation

The Articles of Incorporation of Sunscience, Inc., a Florida corporation, (the "Corporation") are hereby amended as follows:

Article III is deleted in its entirety and substituted by the following:

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 52,000,000 shares of capital stock consisting of 50,000,000 shares of common stock, par value \$.0001 per share and 2,000,000 shares of blank check preferred stock, par value \$.0001 per share.

In accordance with Section 607.10025(7) of the Florida Business Corporation Act, upon the effectiveness of a combination, as such term is defined in Section 607.10025(1) of such Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

The blank check preferred stock may be created and issued from time to time in one or more series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as may be adopted from time to time

1058/02-14001

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in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given.

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated: August 29, 2002



Celeste De Armas, Chief Executive Officer and Secretary

1058/02-14001

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