

12/23/2002 12:27 KIPNIS TESCHER → 18502050380

Division of Corporations

NO. 006

P01

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BASIC AMENDMENT

SUNSCIENCE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

12/24/02
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Amended &
Restarted w/Name &

December 23, 2002

SUNSCIENCE, INC.
5300 ALLAN RD
MIAMI, FL 33140

SUBJECT: SUNSCIENCE, INC.
REF: P00000099143

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FAX Aud. #: H02000240045
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FAX AUDIT #H020002400453

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
SUNSCIENCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 DEC 23 PM 1:30

Sunscience, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation") hereby certifies as follows:

1. The name of the Corporation is SunWell International, Inc. SunWell International, Inc. was originally incorporated under the name SunScience, Inc., and the original Articles of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on October 12, 2000 and amended by Articles of Amendment thereto filed with the Secretary of State of the State of Florida on September 3, 2002.

2. Pursuant to Section 607.194 of the Florida General Corporation Act, this Restated and Amended Articles of Incorporation was duly adopted by the Board of Directors and Majority Shareholders of the Corporation on November 27, 2002, and restates, integrates and further amends the provisions of the Articles of Incorporation of this Corporation.

3. The text of the Restated Articles of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

ARTICLE I. NAME

The name of the corporation shall be: SunWell International, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 11900 Biscayne Boulevard Suite 510, Miami, Florida 33181.

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

ARTICLE IV INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

12/23/2002

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ARTICLE V

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The restatement and amendment to the articles of incorporation was approved by the shareholders. The number of votes cast for the restatement and amendment was sufficient for approval.

Dated: December 12, 2002



Celeste De Armas, Chief Executive Officer and Secretary