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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.

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BASIC AMENDMENT

POWERMEDICA, INC.

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Amendment
08/08/03

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
POWERMEDICA, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned Chief Executive Officer of Powermedica, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Florida Department of State these Articles of Amendment to its Amended and Restated Articles of Incorporation to read as follows:

1. ARTICLE III of the Corporation's Articles of Incorporation is hereby amended by deleting the text of the first paragraph of ARTICLE III in its entirety and substituting in its place the following:

"The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is thirty-five million (35,000,000) shares consisting of (i) thirty million (30,000,000) shares of common stock, par value of \$0.00001 per share and (ii) five million (5,000,000) shares of preferred stock, par value \$0.00001 per share (the "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the creation and issuance of such class or series of preferred stock adopted by the Board of Directors pursuant to the authority in this paragraph given."

2. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

3. Pursuant to § 607.1003 of the Act, this Amendment to the Amended and Restated Articles of Incorporation was approved by the directors and shareholders of the Corporation by written consent effective May 15, 2003. Therefore, the number of votes cast for the amendment was sufficient for approval.

This Amendment shall be effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 15th day of May, 2003.

POWERMEDICA, INC.

By: 

Daniel Dailey
Chief Executive Officer