

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Advanced Wound Care International, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ADVANCED WOUND CARE INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Advanced Wound Care International, Inc.
2. The following amendments to the articles of incorporation were adopted and approved by the board of directors and the shareholders on December 15, 2000. The number of votes cast for the amendment by the directors and the shareholders were sufficient for approval.

I. Article V of the original articles of incorporation shall be deleted and replaced with the following:

ARTICLE V. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 100,000,000 shares of Common Stock, \$0.001 par value per share; and
2. 5,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

Of these shares of Preferred Stock, 100,000 shall have the following preferences, limitations, and relative rights:

- A. The designation of the series of preferred stock created herein shall be "Convertible Preferred Stock - A (the "Series"). The stated value of each share of the Series shall be \$0.01 par value.
- B. The holders of record of the shares of the Series shall be entitled to receive, when, as and if declared by the Board of Directors and out of the assets of the corporation which are legally available for the payment of dividends, a fixed dividend equal to \$0.02 per share, annually, which shall be non-cumulative, and which shall be set aside and paid before any dividend shall be set aside or paid upon the shares of the corporation's Common Stock, \$0.001 par value ("Common Stock").
- C. The holders of shares of the Series shall have the right, at their option, to convert shares of the Series into shares of Common Stock at any time subsequent to the

earlier to occur of the following: (i) one day prior to the date the corporation files with the U.S. Securities and Exchange Commission a registration statement promulgated under the Securities Act of 1933, as amended (the "Securities Act") in connection with an initial public offering of the corporation's Common Stock; or (ii) on the one year anniversary of the date of issuance of the shares of the Series. The shares of the Series, upon surrender, shall be convertible at the office of any transfer agent for the Common Stock into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock deliverable upon conversion of one (1) share of the Series shall be two (2).

- D. The shares of the Series shall have identical voting rights and powers as the Common Stock, except that each share of the Series shall be entitled to vote the number of votes equal to 1.25 times the number of shares of Common Stock into which such share of the Series is convertible.
- E. In the event of any liquidation or dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the shares of the Series shall be entitled to be paid in full, the par value of their shares before any amount shall be paid to the holders of the Common Stock. Subsequently, the holders of the shares of the Series shall have identical rights and preferences as the holders of Common Stock, except that each share of the Series shall be entitled to receive and to be paid out of the assets of the corporation available for distribution to its stockholders the ratable amount equal to the number of shares of Common Stock into which such share of the Series is convertible.

II. Article VIII shall be added to the articles of incorporation:

ARTICLE VIII. - NO ANTI-TAKEOVER LAW GOVERNANCE

The corporation hereby elects that the following Florida Statutes shall not apply to the corporation:

- 1. F.S. 607.0901, or any laws related thereto, governing affiliated transactions; and
- 2. F.S. 607.0902, or any laws related thereto, governing control-share acquisitions.

III. Article IX shall be added to the articles of incorporation:

ARTICLE IX. - DIRECTOR - CONFLICTS OF INTEREST

No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, committee or the shareholders.

A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the fullest extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

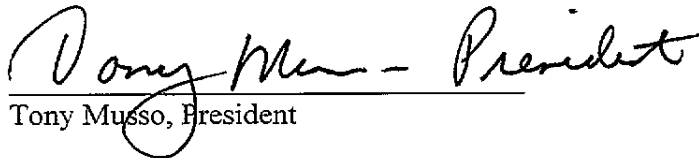
Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

IV. Article X shall be added to the articles of incorporation:

ARTICLE X. - INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

Signed this 15th day of December, 2000.


Tony Musso, President