P01000007520

7525 East Treasure Dr., Suite 2-M Miami Beach, FL. 33141 305 866 8828 Ph. 801 340 2728 Fax. bmogoský@aol.com

First Merchant Financial, P.A.

February 26, 2002

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

400005040224--3 -03/04/02--01048--009 *****43.75 *****43.75

Dear Sir or Madam:

Enclosed please find the document to make amendments to the corporation First Merchant Financial, P.A.

I have enclosed a check for \$43.75 to cover the costs of the amendments and for one certified copy of the amendment changes.

I would appreciate your prompt attention to this matter, if you have any questions or concerns please do not hesitate to contact me.

Thank you

Brian / Mogoský, Ph.D

President

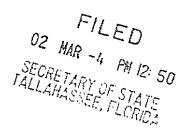
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SECRETARY OF STATE
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Amend T. Leurs 3/6/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



First Merchant Financial, P.A. P01000007520

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(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III - BOARD OF DIRECTORS: Amended

From		<u>To</u>	
	Brian J. Mogosky, Ph.D. Michael Manfredo Michael Manfredo Michael Manfredo	Secretary:	Brian J. Mogosky, Ph.D. Brian J. Mogosky, Ph.D. Brian J. Mogosky, Ph.D. Brian J. Mogosky, Ph.D.

Removals

Michael Manfredo

Article IV - CAPITAL STOCK: Amended

From .		<u>10</u>
Brian J. Mogosky Michael Manfredo	50 Shares50 Shares	Brian J. Mogosky, Ph.D 100 Shares

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Article III adopted February 26, 2002, Article IV adopted February 26, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

K	The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.			
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):			
	"The number of votes cast for the amendment(s) was/were sufficient for approval by			
	(voting group)			
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
	Signed this 26 th day of February, 2002.			
Sig	(By the Chairman or Vice Chairman of the Board of Directors, President or other officers if adopted by the shareholders)			
	OR			

(By a director if adopted b the director)

OR

(By an incorporator if adopted b the incorporators)

Brian J. Mogosky, Ph.D. (Typed or printed name)

(Title)