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ANN HILL/SMITH & THOMPSON, P.A.

(Requestor's Name)

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(City, State, Zip)

(Phone #)

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01 APR 10 PM 4:49
STATE
FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Pilloch, Inc.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

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Certificate of Status

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DIVISION OF CORPORATION

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

APR

4/11/01

ARTICLES OF AMENDMENT

PILLCLOCK, INC.

FILED
01 APR 10 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Section 607.1006, Florida Statutes, to reflect an amendment to the Articles of Incorporation of PILLCLOCK, INC., and in connection therewith, the undersigned officer, acting upon authority of the Board of Directors of PILLCLOCK, INC., and upon authority of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is PILLCLOCK, INC.
2. The Articles of Incorporation of PILLCLOCK, INC. are hereby amended by deleting Article V in its entirety and by substituting in lieu thereof the following Article V:

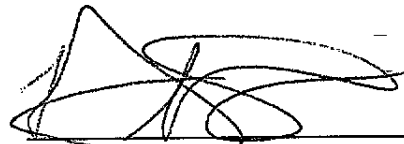
ARTICLE V

- A. Authorized Shares. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be One Million One Hundred Thousand (1,100,000) shares of common capital stock with a par value of zero (\$0.00) per share of which One Hundred Thousand (100,000) shares shall be designated as non-voting common stock and One Million (1,000,000) shares shall be designated as voting common stock.
 - B. Relative Rights and Preferences. The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each of voting common stock in all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statutes Section 607.1004(4), or a statute of similar import as may be enacted in the future.
3. In accordance with Florida Statutes Section 607.1003, the referred to Amendment was adopted by the Board of Directors on April 2nd, 2001, and written consent to the Amendment was given on April 2nd,

2001, by the holders of a majority of the shares entitled to vote thereon in accordance with Florida Statutes Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Florida Department of State, the above referred to Amendment shall become effective and the Articles of Incorporation of PILLCLOCK, INC. shall be deemed to be amended accordingly.

DATED this 3rd day of April, 2001.

A handwritten signature in black ink, appearing to read 'FREDERIC S. GOLDSTEIN', written over a horizontal line.

FREDERIC S. GOLDSTEIN, President