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BASIC AMENDMENT

NANTOMICS, INC.

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Amendment
5/14/01 DC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 2001

NANTOMICS, INC.
401 CENTRE STREET SECOND FLOOR
FERNANDIA BEACH, FL 32034

SUBJECT: NANTOMICS, INC.
REF: PD1000016264

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX And. #: H01000022090
Letter Number: 201A00012875

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 2001

NANTOMICS, INC.
401 CENTRE STREET SECOND FLOOR
FERNANDIA BEACH, FL 32034

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000022090
Letter Number: 301A00012730

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NANTOMICS, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed February 13, 2001, number P01000016264.

FIRST: The name of the corporation is NANTOMICS, INC..

SECOND: The following amendments of the Articles of Incorporation was adopted by the corporation:

Change of Name:

From: NANTOMICS, INC.

To: NANTOMIC SCIENCE CORPORATION

Board of Directors:

From: This corporation shall have one director. The name and mailing address of the board of directors is as follows:

Lanny M. Rauer
401 Centre Street, 2nd Floor
Fernandina Beach, FL 32034

To: This corporation shall have three directors. The name and mailing address of the board of directors is as follows:

Martin Levin
4224 Oyster Bay Drive
Fernandina Beach, FL 32034

Max Starr
4224 Oyster Bay Drive
Fernandina Beach, FL 32034

Lanny M. Rauer
401 Centre Street
Fernandina Beach, FL 32034

Stock Clause:

From: 1,000 shares of common stock, each with a par value of \$1.00

To: 10,000 shares of Class "A" common stock and 10,000 shares of Class B preferred stock, each with a par value of \$1.00.

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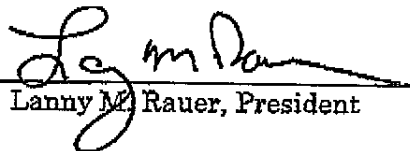
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THIRD: The amendment was adopted by the Board of Directors on the 28th day of February, 2001

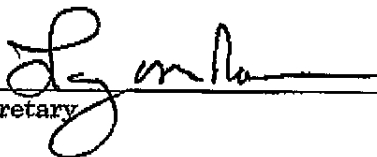
FOURTH: The amendment was approved by a majority of the shareholders of the corporation, and the number of votes cast for the amendment was sufficient for approval, on the February 28, 2001.

DATED: February 28, 2001

NANTOMICS, INC.

By: 
Lanny M. Rauer, President

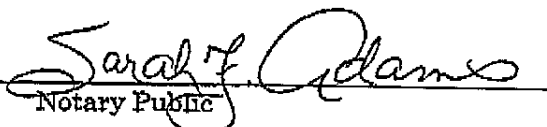
Attest:


Secretary

STATE OF FLORIDA
COUNTY OF NASSAU

Before me personally appeared Lanny M. Rauer, President, and secretary of NANTOMICS, INC., to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this February 28, 2001.


Notary Public

My Commission Expires:



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MINUTES OF SPECIAL MEETING
OF
NANTOMICS, INC.

A special meeting of the Board of Directors was called for the 28th day of February, 2001.

Present were Lanny M. Rauer, Martin Levin and Max Starr.

Lanny M. Rauer, being the sole Director/President, no stock has been issued, announces that the corporation name would be changed to that of "NANTOMIC SCIENCE CORPORATION" and that the proper documents shall be filed with the Secretary of State changing the name and number of directors from one to three, Martin Levin, Max Starr and Lanny M. Rauer.

The stock of the corporation would be changed from 1,000 of common stock to 10,000 shares of Class A common stock and 10,000 shares of Class B preferred stock.

There being no further business to come before the board, the meeting was adjourned.


Secretary

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CERTIFICATE OF APPROVAL OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF

NANTOMICS, INC.

I, the undersigned, being the President and Secretary, respectively, of NANTOMICS, INC., hereby certify that the Board of Directors of the corporation did unanimously approve and recommend, on the 28TH day of February, 2001, at a meeting duly called for that purpose, that the Articles of Incorporation of NANTOMICS, INC., heretofore filed February 18, 2001 changing the following items:

Change of Name:

From: NANTOMICS, INC.

To: NANTOMIC SCIENCE CORPORATION

Board of Directors:

From: This corporation shall have one director. The name and mailing address of the board of directors is as follows:

Lanny M. Rauer
401 Centre Street, 2nd Floor
Fernandina Beach, FL 32034

To: This corporation shall have three directors. The name and mailing address of the board of directors is as follows:

Martin Levin
4224 Oyster Bay Drive
Fernandina Beach, FL 32034

Max Starr
4224 Oyster Bay Drive
Fernandina Beach, FL 32034

Lanny M. Rauer
401 Centre Street
Fernandina Beach, FL 32034

Stock Clause:

From: 1,000 shares of common stock, each with a par value of \$1.00

To: 10,000 shares of Class "A" common stock and 10,000 shares of Class B preferred stock, each with a par value of \$1.00.

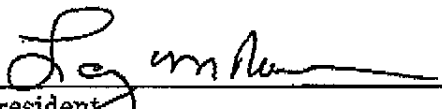
be amended in the manner set forth in the Articles of Amendment and did propose said amendment to the stockholders of the corporation.

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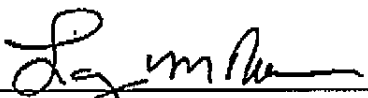
I DO FURTHER CERTIFY that at a meeting dully called for that purpose, a majority of stockholders of the corporation did approve the foregoing amendment on the 28th day of February, 2001.

IN WITNESS WHEREOF, the President of the corporation has hereunto affixed his signature and the Secretary of the corporation has also hereunto affixed his signature and the corporate seal of the corporation this February 28, 2001.



President

ATTEST:



Secretary

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