

PD/000017479

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Dermal Screening Centers, Inc.

FILED
2002 AUG 21 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/21/02

Order#: 5543185

Ref#: _____

Amount: \$ _____

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02 AUG 21 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette AUG 21 2002

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DERMAL SCREENING CENTERS, INC.**

FILED
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TALLAHASSEE, FLORIDA

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 16th day of February, 2001 and assigned Document Number P01000017479, are hereby amended pursuant to a written consent in lieu of meeting executed and approved by the holders of the Corporation's common stock holding the requisite number of votes to approve these amendments and all of the Corporation's Directors on the 16th day of July, 2002, as follows:

FIRST: RESOLVED, that Article 7 of the Articles of Incorporation of the Corporation is hereby amended to provide for a reverse stock split of the Corporation's authorized and outstanding common stock, par value \$.0001, wherein each 4.1212267 shares of the Corporation's common stock shall each be combined into one share ("Reverse Stock Split"), with the number of authorized shares of the Corporation being rounded up to the next whole number of shares and the number of outstanding shares held by each stockholder being rounded up to the next one-hundredth of a share in any case where the Reverse Stock Split would result in a fractional share.

SECOND: RESOLVED, that Article 7 of the Articles of Incorporation be amended to create a class of Preferred Stock, par value \$.0001 with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, to be determined at any time and from time to time by the Board of Directors, in one or more series.

THIRD: RESOLVED, that in order to give effect to the foregoing resolutions, ARTICLE 7 - CORPORATE CAPITALIZATION is hereby amended to read as follows:

ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TWELVE MILLION, ONE HUNDRED THIRTY-TWO THOUSAND, THREE HUNDRED AND TEN (12,132,310) shares of common stock, each share having the par value of \$.0001 and FIVE MILLION (5,000,000) shares of preferred stock, par value \$.0001.

7.2 The Board of Directors of the Corporation is expressly authorized at any time, and from time to time, to provide for the issuance of shares of preferred stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

7.2.1 the designation of such series;

7.2.2 the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;

7.2.3 whether the shares of such series shall be subject to redemption by this corporation, and if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

7.2.4 the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

7.2.5 whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

7.2.6 the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;

7.2.7 the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity to such shares as to dividends or upon dissolution; and

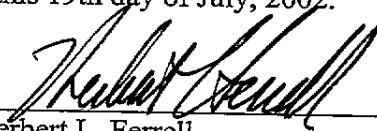
7.2.8 the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

- 7.3 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
- 7.4 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.5 The Board of Directors of the Corporation may, by Amended or Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

FOURTH: These Articles of Amendment to the Articles of Incorporation were adopted by the shareholders and Directors of the Corporation as of the 16th day of July, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation effective this 19th day of July, 2002.

By:


Herbert L. Ferrell
President and Chairman of the Board