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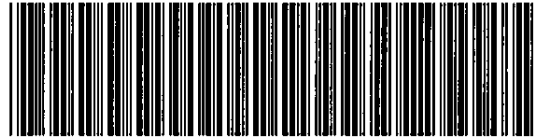
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bio-Engineered Supplements & Nutrition, Inc.

DOCUMENT NUMBER: P01000026386

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William M. Shaheen, Esq.

(Name of Contact Person)

Libow & Shaheen LLP

(Firm/ Company)

3351 NW Boca Raton Blvd.

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

For further information concerning this matter, please call:

William M. Shaheen, Esq.

(Name of Contact Person)

at (561) 367-7300

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

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☒ \$52.50 Filing Fee
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Certified Copy
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is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BIO-ENGINEERED SUPPLEMENTS & NUTRITION, INC.
(Document Number: P01000026386)**

Pursuant to Florida Statutes Section 607.1006, the above-named Florida Profit Corporation hereby adopts the following amendment to its Articles of Incorporation:

Amendment: The Corporation hereby revokes Article VII—Initial Board of Directors and Officers of its Articles of Incorporation, and only said Article VII, and replaces same with the following new Article VII:

“Article VII—Initial Board of Directors and Officers. The Corporation shall have three (3) Directors and four (4) Officers, who at present are as follows:

Directors:

- (1) Christopher Ferguson
- (2) Scott James
- (3) Julie Ferguson

Officers and Titles:

- | | | |
|-----|-----------------------|----------------|
| (1) | Christopher Ferguson, | President |
| (2) | Scott James, | Vice President |
| (3) | Julie M. Ferguson, | Treasurer |
| (4) | Tanya Edmonds, | Secretary. |

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The Shareholders of the Corporation by resolution may increase or decrease the number and title of the Directors and/or the Officers from time to time.”

Date of Amendment: The Corporation formally adopted this Amendment on September 30, 2006.

Method of Adoption of Amendment: The Corporation adopted this Amendment by way of an affirmative vote of its Shareholders, which was unanimous and thus which was sufficient for approval.

Other Provisions: Except as explicitly stated in these Articles of Amendment, all other provisions of the Corporation’s Articles of Incorporation shall remain in full force and effect.

[Text continues, and signature blocks appear, on following page.]

IN WITNESS WHEREOF, On behalf of the Corporation, I hereby acknowledge and execute these Articles of Amendment to the Articles of Incorporation of Bio-Engineered Supplements & Nutrition, Inc. on the date stated below.

By: Wm Shaleen, Attorney in Fact
Christopher Ferguson

By: Wm Shaleen, Attorney in Fact
Scott James

As Its: President

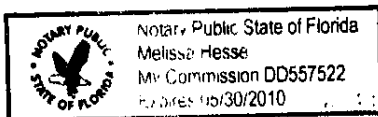
As Its: Vice President

Date: 12/11/06

Date: 12/11/06

STATE OF FLORIDA
COUNTY OF PALM BEACH, ss.

On this 11 day of December, 2006, before me, the subscriber, personally appeared **Christopher Ferguson and Scott James**, in their individual capacity and on behalf of the corporation, who are personally known to me, and respectively acknowledged the foregoing Amendment.



Melissa Hesse
Notary Public

My commission expires: 5/30/2010