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BASIC AMENDMENT

MP-1, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 13, 2004

MP-1, INC.
5821 HOLLYWOOD BLVD
HOLLYWOOD, FL 33021

SUBJECT: MP-1, INC.
REF: P02000032905

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.

PLEASE RETAIN THE WRITTEN CONSENT FOR YOUR RECORDS. IN ORDER TO MAKE CHANGES IN THE ARTICLES OF INCORPORATION, ARTICLES OF AMENDMENT MUST BE FILED.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

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

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Darlene Connell
Document Specialist

FAX Aud. #: H04000076874
Letter Number: 804A00024163

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MP-1, INC.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of MP-1, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P02000032905, does hereby certify:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I
CORPORATE NAME

The name of Corporation shall be: PHOENIX BIOSCIENCES, INC.

The foregoing amendment was adopted, pursuant to the Florida Business Corporation Act, by a resolution duly adopted by the Board of Directors of the Corporation at a properly called meeting of the Board of Directors on April 6, 2004, and by the holders of a majority of the outstanding shares of the Common Stock of the Corporation pursuant to written consent dated April 6, 2004. Therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment as of April 13, 2004.

MP-1, Inc.

By: 

David Kirchenbaum, President

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