

P02000048640
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October 7, 2002

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment
Ultimate Body Scan, Inc.

500008333715--9
-10/11/02--01046--013
*****43.75 *****43.75

Gentlemen:

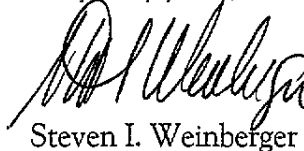
Enclosed please find for filing, Articles of Amendment to the Articles of Incorporation of Ultimate Body Scan, Inc., a Florida corporation (the "Company") formed under Document Number P02000048640. Also enclosed is the Company's check in the amount of \$43.75, to cover the fees associated with (a) the filing of the Articles of Amendment (\$35.00) and (b) one certified copy of the Articles of Amendment, as filed (\$8.75).

Please forward to certified copy to the undersigned, at the above address.

Please acknowledge receipt of this filing on the enclosed copy of this letter and return same to me in the stamped, self-addressed envelope provided for that purpose.

Thank you for your cooperation.

Very truly yours,


Steven I. Weinberger

FILED
02 OCT 11 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
T. Lewis 10/15/02*

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ULTIMATE BODY SCAN, INC.**

FILED
02 OCT 11 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Business Corporation Act of the State of Florida, the undersigned President of Ultimate Body Scan, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("FBCA") bearing Document P02000048640 does hereby certify:

FIRST: That pursuant to a Unanimous Written Consent of the Board of Directors dated May 15, 2002, the Board of Directors approved the following amendment to the Corporation's Articles of Incorporation effecting a change in the number of shares of capital stock the Corporation is authorized to issue.

SECOND: Article 7 of the Articles of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 15,000,000 shares of capital stock, consisting of: (a) 10,000,000 shares of common stock having a par value of \$.001 per share, and (b) 5,000,000 shares of preferred stock, having a par value of \$.001 per share.

7.2 The preferred stock may be issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

7.3 All shares of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to one vote per share on all matters on which Shareholders have the right to vote. Shareholders of the Corporation shall not be entitled to cumulative voting rights.

7.4 Holders of the Corporation's capital stock shall not be entitled to any preemptive right to subscribe to or purchase any additional shares of any class of any securities of the Corporation; however, the Board of Directors may confer a pre-emptive right in connection with any particular issuance of shares.

7.5 Effective with the filing of these Articles of Amendment, each of the 100 currently issued and outstanding shares of the Corporation's common stock shall be

forward split at the rate of 30,000:1, resulting in 3,000,000 shares of common stock then being issued and outstanding.

THIRD: The Corporation's Articles of Incorporation are hereby amended by adding a new Article 18, relating to the Corporation's election not to be governed by Section 607.0901 of the FBCA, which shall read as follows:

ARTICLE 18 - AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

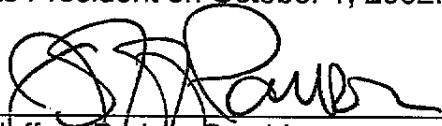
FOURTH: The Corporation's Articles of Incorporation are hereby amended by adding a new Article 19, relating to the Corporation's election not to be governed by Section 607.0902 of the FBCA, which shall read as follows:

ARTICLE 19 - CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing amendment was adopted, pursuant to the FBCA, by all of the Corporation's Directors and holders of the Corporation's Common Stock evidencing in excess of a majority of the total issued and outstanding capital stock of the Corporation entitled to vote, pursuant to written consent dated May 15, 2002. 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, said Corporation has caused these Articles of Amendment to be signed in its name by its President on October 1, 2002.



Jeffrey Parker, President