P0300003137

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ACCOUNT NO. : 072100000032

REFERENCE : 902375 _ 81404A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE: January 22, 2003

ORDER TIME : 10:57 AM

ORDER NO. : 902375-010

CUSTOMER NO: 81404A

CUSTOMER: Frederic T. Dehon, Esq

Stephen S. Mathison, P.a.

Suite 211

5606 Pga Boulevard

Palm Beach Gdns, FL 33418

DOMESTIC AMENDMENT FILING

NAME: VITAMEN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Ken Detzner Secretary of State

January 24, 2003.

CSC Atten: Sara Lea 1201 Hays Street Tallahassee, FL 32301

SUBJECT: VITAMEN, INC. Ref. Number: P03000003137



Letter Number: 103A00004600

We have received your document for VITAMEN, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey Document Specialist

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

Articles of Amendment to

Articles of Incorporation

of

VitaMen, Inc.

(Document No.: P03000003137)

Pursuant to the provisions of §607.1006, Fla. Stat. (2002), this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article VI shall be, and the same is hereby, deleted in its entirety and the following is substituted therefor:

"ARTICLE VI Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders.

The name and address of the directors of the corporation who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until a successor is elected or appointed and has qualified is:

ROBERT DOVER, 12028 Longwood Green Drive, Wellington, Florida 33414

ROBERT ROSS, 12028 Longwood Green Drive, Wellington, Florida 33414

CLARK FENNIMORE, 12028 Longwood Green Drive, Wellington, Florida 33414

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation is managed by the stockholders."

SECOND: This amendment is adopted January 21, 2003.

THIRD: In all other respects the Articles of Incorporation are hereby ratified, confirmed and re-adopted.

VitaMen, Inc. Articles of Amendment Page 2 of 2

FOURTH: The amendment was adopted by the sole incorporator without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, I, the undersigned hereby declare and certify that the facts herein stated are true, and hereunto set my hand and seal this to day of January, 2003.

STEPHEN S. MATHISON

STATE OF FLORIDA

COUNTY OF PALM BEACH

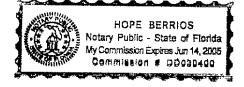
BEFORE ME, the undersigned authority, personally appeared STEPHEN S. MATHISON,

to me well known, or identified to me by

to be the individual described in and who has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Palm Beach Gardens, Florida, this 23 day of January, 2003.

(NOTARY SEAL)



Notary Public, State of Florida

Printed Name:

My commission expires:

My commission number: