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BASIC AMENDMENT

BAXTER INTERNATIONAL CORP.

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Page Count	01
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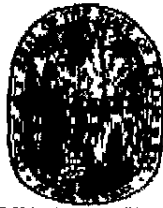
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BP 11/17/04
Amend



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 17, 2004

BAKTER INTERNATIONAL CORP.
777 EAST ATLANTIC AVE
200
DELRAY BEACH, FL 33483

SUBJECT: BAKTER INTERNATIONAL CORP.
REF: P03000079027

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.

Amendments for Florida profit corporations are filed in compliance with section 607.1006. Please complete the appropriate form and refax for filing.

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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Pamela Smith
Document Specialist

FAX Aud. #: H04000228793
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BAXTER INTERNATIONAL CORP.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Financial Officer of Baxter International Corp., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P03000079027, does hereby certify:

FIRST: Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

"ARTICLE IV

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors."

SECOND: The foregoing amendment was adopted by written consent by the Board of Directors and the Shareholders on October 5, 2004, pursuant to Section 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendments to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of October 5, 2004.

BAXTER INTERNATIONAL CORP.

By:


Ronald Smith, CFO