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# AMND/RESTATE/CORRECT OR O/D RESIGN

## PHOENIX BIOPHARM, INC.

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#### ARTICLES OF AMENDMENT

OF

#### PHOENIX BIOPHARM, INC.

PO4 000037542.

The following resolution was adopted at a joint meeting of shareholders and Board of Directors and approved by unanimous consent of all of the shareholders on 8-18 . 2006:

RESOLVED, that name of the Corporation be changed from PHOENIX BIOPHARM, INC.

to PHOENIX BIOCONSULTANTS, INC.

PHOENIX BIOPHARM, INC. a Florida corporation

V

STATE OF FLORIDA, COUNTY OF \_\_\_\_\_\_

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, Damien A. Jackowski, President of PHOENIX BIOPHARM, INC., a Florida corporation, who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this August, 2006.

g. State of Florida

A. Jackowski, President

FILED.

Filed by: STØWART A. MERKIN, ESQ. Rivergate Plaza, Suite 300 444 Brickell Avenue Miami, Plorida 33131 Tel. (305) 357-5556 Florida Bar No. 153444

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