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OPTIMA NEUROSCIENCE, INC.

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Amend

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ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF OPTIMA NEUROSCIENCE, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Optima Neuroscience, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 20,000,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

2. The foregoing amendment shall become effective as of the date of filing with the Florida Department of State, Division of Corporations.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §607.1006, Florida Statutes on June 15, 2006, the written action to amend the Corporation's Articles of Incorporation having been approved by the holders of a majority of the issued and outstanding shares of the Corporation's common stock, representing sufficient votes to authorize such action. The Corporation has no voting groups other than the above referenced common stock shareholders.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 15th day of June, 2006.

Optima Neuroscience, Inc.

By: /s/ Richard R. Allen
Richard R. Allen, President

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