

PO6000053274

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15

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip) (Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CELL PERFECT INC. - P06000053274

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CELL PERFECT INC.**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Subsection 7.1 of Article 7 of the Articles of Incorporation of CELL PERFECT INC. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each having the par value of **ONE CENT (\$0.01)**.

SECOND: Subsection 7.1 of Article 7 of the Articles of Incorporation of CELL PERFECT INC. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY MILLION (20,000,000)** shares of common stock, each having the par value of **ONE CENT (\$0.01)**.

THIRD: The date of the adoption of this amendment is the 18 May 2006.

FOURTH: The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.



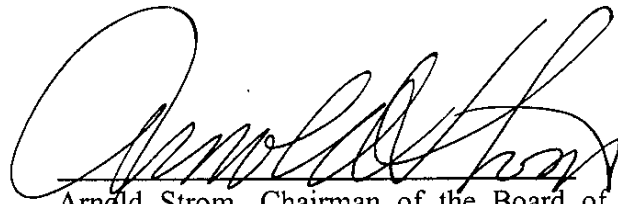
SPIEGEL & UTRERA, P.A.
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MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

FIFTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 18 May 2006

A handwritten signature in black ink, appearing to read "Arnold Strom", is written over a horizontal line.

Arnold Strom, Chairman of the Board of
Directors



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