

P93000035054

Florida Department of State

Division of Corporations

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Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A. *mpu*

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BASIC AMENDMENT

B.D. INTERNATIONAL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Amendment*  
*05/13/99 DC*

Thursday, May 13, 1999

9:57 AM

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
B.D. INTERNATIONAL, INC.**

**FILED**  
99 MAY 13 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of B.D. International, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P93000035054, does hereby certify:

FIRST: The following Amendment to the Articles of Incorporation was adopted by all of the directors of the Corporation by Unanimous Written Consent effective as of April 26, 1999, in the manner prescribed by the Florida Business Corporation Act. Shareholder consent of the following Amendment was not required pursuant to Section 607.10025 of the Florida Business Corporation Act.

Article IV of the Corporation's Articles of Incorporation shall be amended and restated to read in its entirety as follows:

**ARTICLE IV  
SHARES**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares of common stock, par value \$.001 per share. On the date of filing of these Articles of Amendment which the Secretary of State of the State of Florida, every two (2) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$.001 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled,

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except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock."

SECOND: The herein amended Articles of Incorporation of the Corporation do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after combination exceeding the percentage of authorized shares that were unissued before the combination.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of April 26, 1999.

B.D. INTERNATIONAL, INC.

By:   
Phil Coltman, President

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