

# P93000045800

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : ATLAS PEARLMAN, P.A. - mpm  
Account Number : 076247002423  
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RECEIVED  
JUN 19 PM 12:58  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## BASIC AMENDMENT

VITECH AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

4687.01

AMEND  
6/19/00 12:16 PM

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
VITECH AMERICA, INC.

FILED  
00 JUN 19 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned SECRETARY of VITECH AMERICA, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation") does hereby certify:

**FIRST:** That pursuant to a meeting of the Board of Directors on April 28, 2000, and a meeting of the Shareholders of said Corporation, on June 5, 2000, the Directors and Shareholders approved the amendments to the Corporation's Articles of Incorporation as follows:

Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be sixty million (60,000,000) shares of Common Stock, no par value, and three million (3,000,000) shares of Preferred Stock, no par value.

Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creating and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**SECOND:** The foregoing amendment was adopted at a meeting of the Directors on April 28, 2000 and a majority of the Shareholders of the Corporation at a meeting held on June 5, 2000, which shares consenting and voted at such meeting represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote. Therefore, the number cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

JUN-19-2000 12:28 FROM-ATLAS PEARLMAN, PA  
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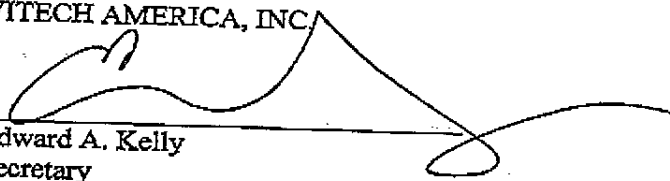
954-766-7800

T-404 P.003/003 F-459

IN WITNESS WHEREOF, the undersigned, being the Secretary of this Corporation, has  
executed these Articles of Amendment as of June 5, 2000.



VITECH AMERICA, INC.

  
Edward A. Kelly  
Secretary

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