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PLEASE REPLY TO:

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March 6, 1998

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OF COUNSEL
PHILIP H. REID, JR.

FILED
98 MAR 10 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLANTATION PLAZA
6606 20TH STREET
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Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/10/98--01065 --008
*****87.50 *****87.50

RE: Peruvian Imports Unlimited, Inc.

To whom it may concern:


Please find enclosed for filing the Articles of Amendment to the Articles of Incorporation for Peruvian Imports Unlimited, Inc., in duplicate.

In addition you will find our check in the amount of \$87.50 to cover the filing fee and Certification fee.

Please file the original, stamp the copy and return it to our office using the enclosed stamped envelope.

Thank you for your assistance. If you should have any questions, please feel free to call.

Very truly yours,


Mireille M. Faris
Legal Assistant

/mmf
enc.

VS MAR 12 1998

Amend. & N/C

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PERUVIAN IMPORTS UNLIMITED, INC.**

FILED
98 MAR 10 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of § 607.1006 of the Florida Statutes (1997) , the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is: **PERUVIAN IMPORTS UNLIMITED, INC.**
2. The following amendment of the articles of incorporation was adopted by the Shareholders of the corporation on March 9, 1998 in the manner prescribed by the Florida Business Corporation Act:

ARTICLE I, attached hereto as Exhibit "A" is deleted.

ARTICLE I (A), attached hereto as Exhibit "B" replaces Article I.

ARTICLE V, attached hereto as Exhibit "C" is deleted.

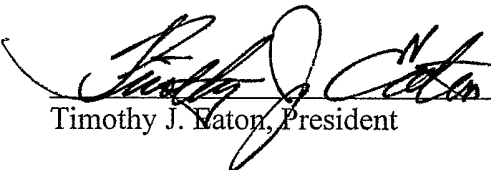
ARTICLE V (A), attached hereto as Exhibit "D" replaces Article V.

All of the issued and outstanding shares described in Exhibit "C" will be exchanged on a one for one basis for the shares described in Exhibit "D".


3. The number of shares of the corporation outstanding at the time of the adoption was 100; and the number of shares entitled to vote on the amendment was 100.
4. All of the shares entitled to vote on the amendment consisted of a single class of shares.
5. The number of shares voted for the amendment was 100; and the number of shares voted against the amendment was 0.


Dated: March 9, 1998.

PERUVIAN IMPORTS UNLIMITED, INC.


Timothy J. Eaton, President

Approved by:


Timothy J. Eaton, Shareholder/Director


Leo F. Abdella, Shareholder/Director

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ARTICLE I

The name of this corporation is PERUVIAN IMPORTS UNLIMITED, INC.

ARTICLE I (A)

The name of this corporation is NUTRAMEDIX, INC.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue five hundred (500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V (A)

The total number of authorized shares of capital stock of the corporation is 24,000 shares divided into two classes, class A, voting stock and class B, non-voting stock. The total number of shares of class A, voting stock is 12,000 shares. The total number of shares of class B non-voting stock authorized is 12,000 shares. The holders of the class A and the class B stock shall have the same rights and obligations except for the right to vote and the class B shall not have the right to vote.