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March 8, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

I am enclosing a check for \$952.50. It is to cover reinstatement and the current years fee, Amendment to the Articles of Incorporation, certified copy of the amendment and a Certificate of Status.

I am sending this via overnight mail as the documentation apparently got lost last time I sent it.

Thank you,

Joseph M. Peiken, Secretary

Encl:

Application for reinstatement
Unanimous Written Consent
Articles of Amendment

FILED
01 MAR 26 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

S. PAYNE MAR 27 2001

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
ECO-Rx, INC.

FILED

01 MAR 26 PM 4: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of ECO-Rx, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is ECO-Rx, INC.

SECOND: The common shares of the Corporation shall be reverse split at the rate of 1 new share for each 20 shares. There will still be 10,000,000 shares authorized. The par value shall remain at \$.001 per share.

THIRD: The foregoing amendment was recommended by the Board of Directors on September 15, 2000, and was adopted on October 17, 2000 by the written consent of the shareholders of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Florida Statutes.

NOW THEREFORE: the undersigned officer of the Corporation has executed this instrument this 17 day of October 2000.



Joseph M. Peiken, Secretary

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A
SPECIAL MEETING OF THE SHAREHOLDERS OF
ECO-Rx, INC.**

The undersigned, constituting a majority vote of the shareholders of **ECO-Rx, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following resolutions without a meeting, waiving all requirements of notice, in accordance with Florida Statutes Section 607.0704, and instructs the Secretary of the Corporation to place this signed consent with the proceedings of the Corporation:

WHEREAS, the board of directors of the Corporation have determined it to be in the best interest of the Corporation to amend the Articles of Incorporation to effect a reverse stock split of one new share for twenty old shares. (1 for 20).

NOW, THEREFORE, BE IT

RESOLVED, that the President of the Corporation is hereby authorized to execute and file with the Florida Department of State the Articles of Amendment of the Articles of Incorporation, to effect the change indicated above and to pay all fees and expenses necessary in connection therewith; and

FURTHER RESOLVED, that the President of the Corporation shall take such further actions as he considers necessary or appropriate to effect the intent of the foregoing resolution;

FURTHER RESOLVED, that facsimile signatures shall have the same effect as original signatures.

IN WITNESS WHEREOF, the undersigned constituting a majority vote of the shareholders have executed this consent as of October 17, 2000..

SHAREHOLDERS:

Dorothy Nelson	<u>/s/ Dorothy Nelson</u>
Joseph M. Peiken	<u>/s/ Joseph M. Peiken</u>
Roger Nelsen	<u>/s/ Roger Nelsen</u>
Arthur Eilertson	<u>/s/ Arthur Eilertson</u>
Ira Edel	<u>/s/ Ira Edel</u>
Stuart Shapiro	<u>/s/ Stuart Shapiro</u>
Alan Peiken	<u>/s/ Alan Peiken</u>
Paul and Donna Taccini	<u>/s/ Paul and Donna Taccini</u>
Phyllis Wilson	<u>/s/ Phyllis Wilson</u>


Signed, Joseph M. Peiken, Secretary