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6/30/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: SALLEY, FEINBERG & HAMES, P.A.
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NAME: MORPHOGENESIS, INC.

AUDIT NUMBER.....H97000010720

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA

Amendment
6-30-97
DK

H97000010720

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MORPHOGENESIS, INC.

FILED
97 JUN 30 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes, the Articles of Incorporation of MORPHOGENESIS, INC. (the "Corporation") are hereby amended as follows:

FIRST: The name of this corporation is MORPHOGENESIS, INC.

SECOND: Article IV of said Articles of Incorporation is amended by deleting the provisions of said Article IV as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE IV

The aggregate number of shares for which the Corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One One-Thousandth Dollar (\$.001) per share."

THIRD: The foregoing Amendment was adopted by Joint Written Consent of the Board of Directors and Shareholders of the Corporation, in Lieu of a Special Meeting, executed by Shareholders holding a sufficient number of votes to cause approval of the foregoing Amendment and by all of the Directors of said Corporation on June 20, 1997.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized

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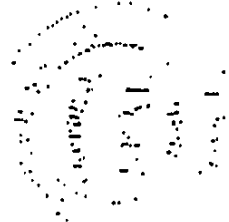
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officer and its corporate seal to be affixed hereto this 20th day
of June, 1997.

MORPHOGENESIS, INC.

By: Michael J. P. Lawman
Michael J. P. Lawman, Ph.D.
President

(CORPORATE SEAL)



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