

LAW OFFICES of
L. VAN STILLMAN

P95000082269

301 Yamato Road
Suite 1200
Boca Raton, Florida 33431
(561) 989-8400

November 26, 1996

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

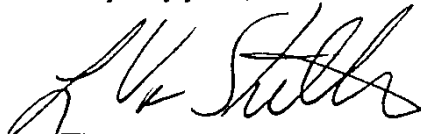
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RE: Cygene, Inc. (P95000082269) Amendment to Article of Incorporation

Dear Sir/Madam,

Enclosed please find original first amendment to the Articles of Incorporation for Cygene, Inc. along with the required filing fee of \$35.00. Please forward the Certificate of Amendment to the above address.

Very truly yours,


L. Van Stillman, Esq.

LVS/ss

ENC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Amended

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

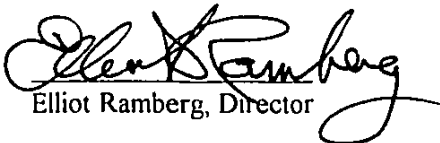
Article III of the articles of incorporation of CYGENE, INC. was amended by the corporation's board of directors on June 29, 1996. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is CYGENE, INC.
2. As of the date of this Amendment, no shares of the corporation have been issued.
3. Article III of the articles of incorporation of CYGENE, INC. was amended as follows:

"The maximum number of shares that the corporation is to have outstanding at any one time in forty million (40,000,000) shares of common stock,, having a nominal or par value of .001 cent per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$.001. The Corporation shall also have the authority to issue up to one million (1,000,000) shares of Preferred Stock, which shall pay a dividend to be determined by the Board of Directors at the time said shares are issued, and which shall be cumulative and payable before any dividends are paid on the Corporation's Common Stock."

4. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on June 29, 1996.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on November 26, 1996.


Elliot Ramberg, Director

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TALLAHASSEE, FLORIDA