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January 21, 1998

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

RE: AMENDMENT TO ARTICLES OF INCORPORATION
OF MEDICAL RESEARCH INDUSTRIES, INC.

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-01/26/98--01106--004
*****87.50 *****87.50

To Whom it May Concern:

Enclosed please find an original, signed Amendment to Articles of Incorporation of Medical Research Industries, Inc. and our trust check in the amount of \$87.50, which includes your fee of a certified copy of said amendment.

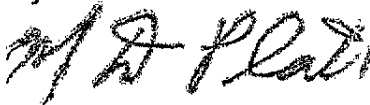
Further enclosed please find our self addressed, stamped envelope for your convenience.

If you have any questions or problems, please do not hesitate to contact the undersigned.

Very truly yours,

MARSHALL DOUGLAS PLATT, P.A.
Attorney at Law

BY:



Signed for Mr. Platt
in his absence to
prevent delay in mailing

MARSHALL D. PLATT, ESQUIRE

MDP/kgs

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 4:06

Amend.
01-27-98
CC

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MEDICAL RESEARCH INDUSTRIES, INC.

We, the undersigned, being President and Secretary of MEDICAL RESEARCH INDUSTRIES, INC., hereby certify that the following Amendment was adopted by consent of a majority of the shareholders and all of the directors of the corporation on January 5, 1998:

ARTICLE III. CAPITAL STOCK is amended to read as follows:


"The Company has authorized Forty-two Million Nine Hundred and Fifty Thousand shares, consisting of One Million shares of nine (9%) nonconvertible, nonvoting, Class A Senior Preferred Stock, \$15.00 par value per share; Two Hundred Thousand shares of nine (9%) percent nonconvertible, nonvoting, Class AB Senior Preferred Stock, \$25.00 par value per share; One Million Shares of six (6%) percent nonconvertible, nonvoting, Class A Preferred Stock, \$10.00 par value per share; Seven Hundred and Fifty Thousand shares of six (6%) percent nonconvertible, nonvoting, Class AB Preferred Stock, \$20.00 par value per share; and Forty Million shares of Common Stock, no par value per share."

Approved by a majority of Shareholders. The consent of shareholders holding a majority of the outstanding shares was obtained and was sufficient for approval.

In all other respects, the Article of Incorporation shall remain as they were prior to this Amendment being adopted. Said amendment is adopted the 5th day of January, 1998.

Corporate Seal:



JONAH BOTKNECHT, President and
Director


WILLIAM TISHMAN, as CEO,
Secretary, Director and Majority
Stockholder

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th day of January, 1998, by JONAH BOTKNECHT, as President and Director and WILLIAM TISHMAN as CEO, Secretary, Director and Majority Stockholder of MEDICAL RESEARCH INDUSTRIES, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification and did (did not) take an oath.

NOTARY PUBLIC:

(sign) 
(print) ZORAIDA M. CARDONA

State of Florida
My Commission

