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September 3, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/12/97--01103--001
*****637.50 *****87.50

Re: Biocomp Technologies, Inc.
Our File No. 5076\10761

Dear Sir or Madam:

Enclosed herewith for filing are the following:

1. Original, signed 1997 Annual Report; and
2. Original and one copy of Articles of Amendment (the "Amendment") for the referenced corporation changing its name to "Biotech Resin, Inc."

I am also enclosing a check totalling \$637.50, representing \$550 for the 1997 Annual Report filing fee and \$87.50 for the Amendment and a certified copy.

An envelope is also enclosed for your convenience in returning the certified copy of the Amendment to us.

Should you have any questions regarding the filing of the enclosed documents, please call me directly at (561) 471-3520.

Sincerely,

NASON, YEAGER, GERSON, WHITE &
LIOCE, P.A.

Georgina J. Popham
Legal Assistant

Enclosures

cc: Mr. Joseph G. Saide
Nathan E. Nason, Esq.

DOCS\5076\10761\LSOS1.doc

APPROVED
AND
FILED
97 SEP -4 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP -4 AM 9:38
DIVISION OF CORPORATIONS

100 + AR
\$35.00
52.50
87.50

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BIOCOMP TECHNOLOGIES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Biocomp Technologies, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Article I is hereby amended to read:

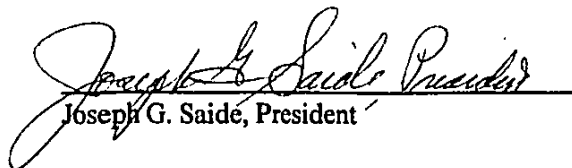
Article I. Name.

The name of this corporation is

BIOTECH RESINS, INC.

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by the sole member of the Board of Directors and the Sole Shareholder on September 3, 1997 in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of this Corporation, pursuant to the approval and authority given by the Board of Directors and the Sole Shareholder, has executed these Articles of Amendment this 3rd day of September, 1997.


Joseph G. Saide, President

APPROVED
AND
FILED
97 SEP -4 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CONSENT IN LIEU OF A JOINT SPECIAL MEETING
OF THE SOLE SHAREHOLDER
AND THE BOARD OF DIRECTORS OF
BIOCOMP TECHNOLOGIES, INC.**

The undersigned, being the sole shareholder and sole member of the Board of Directors of Biocomp Technologies, Inc., a Florida corporation, hereby consents and subscribes to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to the provisions of Section 607.0821, Florida Statutes:

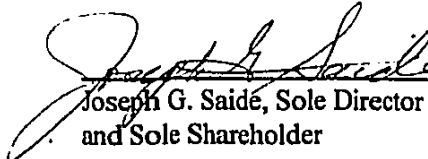
RESOLVED, that the name of the Corporation be, and it is hereby amended as follows:

"BIOTECH RESIN, INC."

and;

FURTHER RESOLVED, that Joseph G. Saide, President, be and he is hereby authorized and directed to execute and file with the Secretary of State of Florida an amendment to the Articles of Incorporation reflecting the above amendment.

EFFECTIVE DATE: September 3, 1997



Joseph G. Saide, Sole Director
and Sole Shareholder

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP -4 PM 11:01

APPROVED
AND
FILED