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March 18, 1997

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

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-03/20/97--01062--011
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Hemprotics, Inc. We respectfully request these be filed. Also enclosed is a check for \$35.00 to pay for the filing fee.

Thank You for your assistance.

Sincerely,

WORKMAN & HOEN, P.A.



Gail J. Baker, Legal Assistant

FILED
97 MAR 20 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

HEMPNOTICS, INC.

FILED
97 MAR 20 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.1006 Florida Statutes the undersigned Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation.

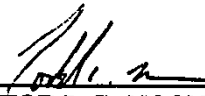
FIRST: Amendments Adopted:

- a. An an Amendment to ARTICLE FOUR, CAPITALIZATION of the ARTICLES OF INCORPORATION filed July 19, 1996, there is deleted the number 5050 for shares owned by TODD C. NOON and substituted the number 10,000; there is also deleted the name of Alan C. Smith and the 4950 shares owned by him.
- b. As an Amendment to ARTICLE SIX, DIRECTORS, of the ARTICLES OF INCORPORATION there is deleted from the list of Directors the name of Alan C. Smith of 1323 NE 9th Place, Cape Coral, Florida 33909.
- c. As an Amendment to ARTICLE SEVEN, OFFICERS, of the same ARTICLES OF INCORPORATION there is deleted the name of Alan C. Smith as Vice President/Secretary and substituted as Secretary, the name of Joann Ciaraldi.

SECOND: The date of Adoption of the Amendments was December 18, 1996.

THIRD: Adoption of Amendments: The Amendments were adopted by the Shareholders and the number of votes cast for the Amendments was sufficient for approval.

HEMPNOTICS, INC.



TODD C. NOON

Todd C. Noon

Printed Name

President 1-28-97

Title Date