



P96000101844

April 22, 1998

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

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-04/29/98--01074--003
*****87.50 *****87.50

Re: OccuLogix Corporation - Florida Document #P96000101844

To Whom It May Concern,

Enclosed is an original Articles of Amendment to the Articles of Incorporation for the above referenced entity. We have also enclosed a check in the amount of \$87.50 representing the filing fee as well as a certified copy fee.

Should you have any questions or require anything further, please call me at the number stated below.

Sincerely,

OccuLogix Corporation
By:
Jonathen Kremner, Esq.
Corporate General Counsel

Enclosure

JK/mg

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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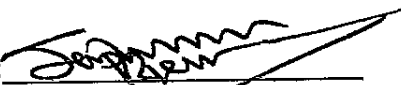
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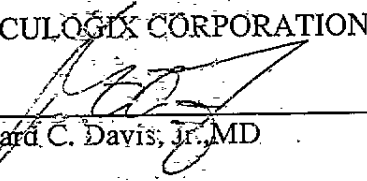
OccuLogix Corporation
Articles of Amendment
to the
Articles of Incorporation

OCCULOGIX CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of Florida (the "Corporation") pursuant to Section 607.0602 and 607.1002 (6) of the Florida Business Corporation Act does hereby certify that the Board of Directors of OccuLogix Corporation has adopted a resolution setting forth this amendment to the Articles of Incorporation declaring that said Amendment is in the best interest of the Corporation. The resolution setting forth the proposed amendment is as follows:

- 1) The Articles of this Corporation were filed with the Secretary of State of Florida on December 13, 1996 and were amended on April 10, 1997, June 6, 1997, and again on January 12, 1998.
- 2) In addition to the common stock of the Corporation and in addition to the stock provided for in the Amendment to the Articles of Incorporation filed with the Secretary of State on June 6, 1997. The Articles of the Corporation are hereby amended to provide for an additional class of stock of the Corporation.
- 3) The Corporation authorizes an additional class of common stock of the Corporation, which shall be non-voting common stock. This stock shall be identical in every respect to the common stock of the Corporation, save that the holders of any and all of such new class of common stock shall have no voting rights whatsoever.
- 4) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of up to 5,000,000 shares of non-voting common stock or fractions thereof at a par value of \$0.01 per share.
- 5) Nothing in this amendment shall affect the rights of stockholders of any other class of stock of the Corporation.
- 6) These Articles of Amendment of the Articles of Incorporation were adopted by the Board of Directors of the Corporation, therefore no stockholder approval is required.
- 7) These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing with the Secretary of State of the State of Florida.

In witness whereof, OccuLogix Corporation, has caused these articles of Amendment of the Articles of Incorporation to be signed by its President and attested to by its Secretary, this 13th day of April, 1998.

By: 
Jonathan Kremner
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OCCULOGIX CORPORATION
By: 
Richard C. Davis, Jr. MD