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July 29, 1998

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-07/30/98--01066--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: NutraCycle, Inc.

Ladies and Gentlemen:

Enclosed please find for filing Articles of Amendment for the above-referenced company, along with a check in the amount of \$35.00, payable to the "Secretary of State," to cover the filing fee.

Please date-stamp the extra copy of the Articles of Amendment which is enclosed and return it to me in the self-addressed, stamped envelope provided for your convenience.

If there are any questions with regard to this filing, please call me at (410) 832-2000, ext. 4005. Thank you for your assistance.

Sincerely,

*Kathy L. Sutherland*  
Kathy L. Sutherland  
Secretary to George S. Lawler

*Amend.*  
*7-31-98*  
*CC*

/kls  
Enclosures

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98 JUL 30 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NUTRACYCLE, INC.

ARTICLES OF AMENDMENT

NutraCycle, Inc., having its principal office in Orlando, Orange County, Florida (hereinafter called the "Corporation"), hereby certifies to the Florida Department of State (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by deleting Article IV and substituting in lieu thereof, the following:

"IV. The total number of shares of all classes of stock which the Corporation has authority to issue is Five Million (5,000,000) shares, of which Four Million Eight Hundred Thousand (4,800,000) shares shall be Common Stock, par value \$.01 per share, and Two Hundred Thousand (200,000) shares shall be Preferred Stock, par value \$.01 per share.

The shares may be issued by the Corporation from time to time as approved by the Board of Directors of the Corporation without the approval of the stockholders except as otherwise provided in this Article IV or the rules of a national securities exchange or national market system, if applicable. The consideration for the issuance of the shares shall be paid to or received by the Corporation in full before their issuance and shall not be less than the par value per share.

The holders of the Common Stock are entitled at all times to one vote for each share held and to such dividends as the Board of Directors may in their discretion from time to time legally declare, subject, however, to the voting and dividend rights, if any, of the holders of the Preferred Stock then outstanding. In the event of any liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation after the payment of all debts and necessary expenses, subject, however, to the rights of all holders of the Preferred Stock then outstanding, shall be distributed among the holders of the Common Stock pro rata in accordance with their respective holdings. The Common Stock is subject to all of the terms and provisions of the Preferred Stock as fixed by the Board of Directors as hereinafter provided.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Board of Directors shall have the authority to classify and reclassify any unissued shares of Preferred Stock by authorizing the issuance of the Preferred Stock from time to time in one or more series with such distinctive designations as may be established by the Board of Directors, and any such series: (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions and at such times and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such other adjustments; and (f) shall have such other preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, terms or conditions of redemption or other rights, as shall hereafter be authorized by the Board of Directors in accordance with the Florida Statutes Annotated.

SECOND: Effective upon the acceptance of these Articles of Amendment by the Department for record, each one (1) share of heretofore authorized and issued Common Stock, \$1.00 par value per share, outstanding on the effective date hereof, shall automatically convert into ten thousand (10,000) shares of Common Stock, \$0.01 par value, newly authorized hereby.

THIRD: The entire Board of Directors of the Corporation has signed a written consent dated June 12, 1998 pursuant to Section 607.0821 of the Florida Statutes Annotated, in which consent the foregoing Amendment to the Articles of Incorporation was set forth, declared to be advisable, and directed to be submitted to the Stockholders of the Corporation for action thereon.

FOURTH: All of the Stockholders of the Corporation have signed a written consent dated June 12, 1998 pursuant to Section 607.0704 of the Florida Statutes Annotated, in which consent the foregoing Amendment to the Articles of Incorporation was set forth and approved by all of the Stockholders of the Corporation.

FIFTH: The Amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

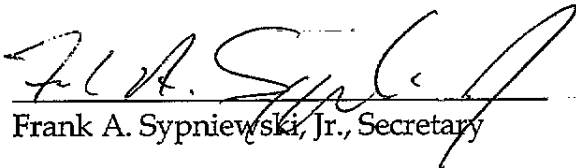
SIXTH: Prior to the filing of these Articles of Amendment, the Corporation had authority to issue One Thousand (1,000) shares of Common Stock, with a par value of \$1.00 per share. The aggregate par value of all shares of all classes of stock with par value was One Thousand Dollars (\$1,000.00) prior to the filing of these Articles of Amendment. Subsequent to the filing of these Articles of Amendment, the Corporation shall have authority to issue Five Million (5,000,000) shares of Capital Stock, of which Four Million Eight Hundred Thousand (4,800,000) shares shall be Common Stock, with \$0.01 par value for each share, and Two Hundred Thousand (200,000) shares shall be Preferred Stock, with \$0.01 par value for each share. Subsequent to the filing of these Articles of Amendment, the aggregate par value of all shares of all classes of stock with par value shall be Fifty Thousand Dollars (\$50,000.00). A description of each class, including preference, conversion, and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, appears in Article FIRST hereinabove.

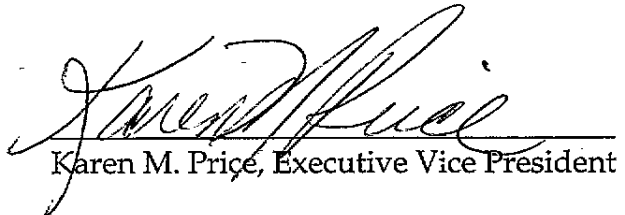
[TEXT CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, NutraCycle, Inc. has caused these presents to be signed in its name and on its behalf by its Executive Vice President and attested by its Secretary, this 12th day of June, 1998, and its said Executive Vice President acknowledges under the penalties for perjury that these Articles of Amendment are the corporate act of said Corporation and that, to the best of her knowledge, information and belief, the matters and facts set forth herein are true in all material respects.

ATTEST:

NUTRACYCLE, INC.

  
Frank A. Sypniewski, Jr., Secretary

  
Karen M. Price, Executive Vice President

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