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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 814279 7146642

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 43.75

ORDER DATE : August 29, 2000

ORDER TIME : 10:22 AM

ORDER NO. : 814279-005

CUSTOMER NO: 7146642

CUSTOMER: Paul Rubino, Legal Asst
Michael Harris, P.a.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

800003376228--9

DOMESTIC AMENDMENT FILING

NAME: DRUG DELIVERY SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight EXT: 1156

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

G. COULLETTE AUG 29 2000

**Third Amendment to the
Articles of Incorporation
of
Drug Delivery Systems, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003, 607.1004, 607.1006 and 607.1007, Florida Statutes, the following Third Amendment to the Articles of Incorporation were adopted on July 13th, 2000 by the written consent of all the holders of the outstanding shares of common stock of Drug Delivery Systems, Inc. (the "Corporation") entitled to vote in lieu of an annual or special meeting of shareholders and by the written consent of all members of its board of directors:

1. The name of this Corporation is Drug Delivery Systems, Inc.
2. Pursuant to Sections 607.1006 and 607.1007 of the Florida General Corporation Act, this Third Amendment to the Articles of Incorporation amends Article V.

The text of the Articles of Incorporation Article V, paragraphs (a) and (b) are hereby deleted, and the following paragraphs (a) and (b) are hereby substituted in their stead:

Article V - Capital Stock

ARTICLE V - CAPITAL STOCK

(a) **Common Stock.** This Corporation is authorized to issue 20,000,000 shares of common stock, \$.001 par value.

(b) **Preferred Stock.** This Corporation is authorized to issue 5,000,000 shares of preferred stock, \$.001 par value (the "Preferred Stock").

The Preferred Stock is subject to issuance by the board of directors (the "Board") in one or more series and classes by the filing a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited by Chapter 607, Florida Statutes, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that series or class and the distinctive designation of that series;

(iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;

(iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and

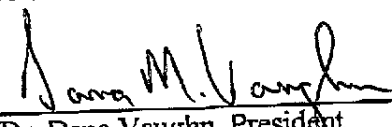
(viii) Any other relative rights, preferences and limitations of that series or class.

3. The foregoing Third Amendment to the Articles of Incorporation was adopted by the unanimous consent of the holders of the outstanding shares and the board of directors on July 18th, 2000. The unanimous approval by the holders of all the outstanding shares of common stock was sufficient to pass the foregoing there being no other outstanding class of securities.

4. The foregoing Third Amendment to the Articles of Incorporation supersede all prior Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Third Amendment to the Articles of Incorporation this 18th day of July, 2000.

DRUG DELIVERY SYSTEMS, INC.


Dr. Dana Vaughn, President