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November 25, 1998

Secretary of State
Division of Corporations
Filings Section
P.O. Box 6327
Tallahassee, FL 32314

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-12/01/98--01021--006
*****43.75 *****43.75

Re: Articles of Amendment for Meta-Med, Inc., formerly Mann D. Co, Inc.

Dear Corporate Filing Representative:

Enclosed are an original and a copy of Articles of Amendment for Meta-Med, Inc., signed by the sole director of the corporation. The Articles of Incorporation for this corporation were originally filed in your office on April 21, 1997, under the name of Mann D Co, Inc.

The Articles of Amendment are being filed pursuant to Section 607.1003, which allows the shareholders of a corporation with 35 or fewer shareholders to amend articles of incorporation without director action. The shareholder of the corporation approved the name change on November 24, 1998. A copy of the authorization of the shareholders is attached to the Articles of Amendment.

Please file the Articles of Amendment for the corporation and update the corporate records for this corporation. I have enclosed a check in the amount of \$43.75 for filing the Articles of Amendment (\$35.00) and for issuance of a certificate of status for the corporation (\$8.75).

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,



Thomas G. DePeter

NK
12-9-98
MS

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC - 1 AM 8:25

FILED

ARTICLES OF AMENDMENT
OF
Meta-Med, Inc.
(Formerly Mann D Co, Inc.)

To: Department of State
Division of Corporations
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.1003(6) of the Florida Statutes, the undersigned corporation, originally incorporated under the name Mann D Co, Inc. on April 21, 1997, and pursuant to a resolution duly adopted by its sole shareholders on November 5, 1998, hereby adopts the following amendment to its Articles of Incorporation:

1. Article I is amended in its entirety to read as follows:

ARTICLE I. NAME

The name of the corporation shall be Meta-Med, Inc.

A copy of the shareholder action authorizing the foregoing amendment is attached to these Articles of Amendment.

Dated this 24th day of November, 1998.

Donacrl B. Mann
Donacrl B. Mann
Director/President

FILED
98 DEC - 1 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDER OF
MANN D CO, INC.

The shareholders of Mann D Co, Inc. enter into this agreement in lieu of a special meeting of shareholders of the corporation pursuant to Florida Statute Ch. 607.0704 (1) of the Florida Business Corporation Act.

The sole shareholders of the corporation are signatories to this agreement to wit:

<u>NAME</u>	<u>NUMBER OF SHARES HELD</u>
Don M. Mann and Donaerl B. Mann, Ten. Ent.	100

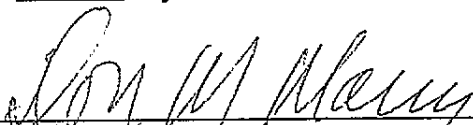
The shareholders waive notice of the meeting, and enact the following Resolution:

RESOLVED, that the corporation shall amend the Articles of Incorporation as follows:


Article I shall be amended to change the name of the corporation from Mann D. Co, Inc. to Meta-Med, Inc.

The director of the corporation is hereby directed to file Articles of Amendment with the Secretary of State reflecting the new name of the corporation.

The undersigned have executed this Consent this 24th day of November, 1998.



Don M. Mann
Shareholder



Donaerl B. Mann
Shareholder