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Trusts and Estate Planning

December 12, 1997

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399-0250

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-12/16/97--01118--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: INTRACELL TECHNOLOGIES, INC.


Dear Sir/Madam:

Enclosed please find for filing an Amendment to the Articles of Incorporation of the above referenced Florida corporation. Also enclosed you will find the necessary filing fee of \$35.00.

Please be so kind as to datestamp and return the enclosed copy of these Articles of Amendment, in the enclosed self addressed, stamped envelope.

Should you have any questions, please feel free to contact me.

Sincerely,

  
Karen Sciarretta

KMS\pd  
enclosure

Amend.  
12-19-97  
CC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 16 PM 2:10

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
INTRACELL TECHNOLOGIES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 16 PM 2:10

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Amendment adopted:

- (1) The aforesaid corporation shall from this date forward be authorized to issue 100,000 of ten cents (\$0.10) common stock which shall be designated as "Common Shares".

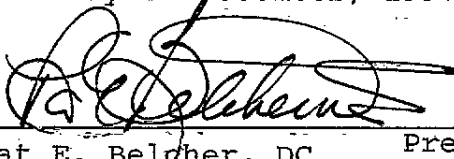
**SECOND:** The date of this amendment's adoption shall be December 3, 1997.

**THIRD:** Adoption of Amendment

This amendment was adopted by the board of directors with the approval of all shareholders in agreement to each said amendment.

Signed this 3rd day of December, 1997.

Signature

  
Pat E. Belcher, DC

President