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May 4, 1999

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

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-05/07/99-01072--005
*****43.75 *****43.75

Re: Articles of Amendment of Grand Bay Holdings, Inc.

Gentlemen/Ladies:

I have enclosed for filing two original, signed copies of the above-referenced Articles of Amendment. Also enclosed is a check in the amount of \$43.75 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$ 8.75

Please mail the original, certified copy to the undersigned.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Gary D. Lipson

Enc.

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FILED
99 MAY -7 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GRAND BAY HOLDINGS, INC.

Articles of Amendment

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, **GRAND BAY HOLDINGS, INC.**, a Florida corporation, does hereby amend its Articles of Incorporation.

1. The name of the corporation whose Articles of Incorporation are being amended by these Articles of Amendment is Grand Bay Holdings, Inc., a Florida corporation.

2. Article I of the Articles of Incorporation of Grand Bay Holdings, Inc., a Florida corporation, is hereby deleted in its entirety, and the following Article I is hereby inserted in its place:

"ARTICLE I

CORPORATE NAME

The name of the corporation is: Livestock Technologies, Inc."

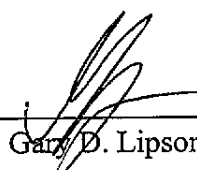
3. The amendment to the Articles of Incorporation of Grand Bay Holdings, Inc., a Florida corporation, set forth in paragraph 2 above was duly adopted by the Board of Directors of the corporation on May 4, 1999 and by the shareholders of the corporation on May 4, 1999.

4. The only voting group entitled to vote on the amendment to the Articles of Incorporation of Grand Bay Holdings, Inc., a Florida corporation, set forth in paragraph 2 above was the holders of shares of Common Stock of the corporation. The number of votes cast in favor of such amendment by the members of such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the corporation, by and through its undersigned officer thereunto duly authorized, has executed these Articles of Amendment on May 4, 1999.

GRAND BAY HOLDINGS, INC.

By _____


Gary D. Lipson, President