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*NOT ADMITTED IN FLORIDA

August 4, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-08/06/99--01055--001
*****43.75 *****43.75

Re: NUTRIPHARMS USA, INC.

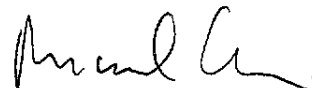
Gentlemen:

Enclosed please find the original and one copy of a proposed Certificate of Amendment of Articles of Incorporation and my check in the amount of \$43.75 for the above captioned Florida corporation. Please file the Certificate of Amendment to the Articles of Incorporation and return one certified copy to me.

If there is any problem with this filing, please call me collect at the number shown above.

NC
8-11-99
DHS

Very truly yours,



RICHARD C. LEWIS

RCL/g
Enclosures

FILED
99 AUG -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
NUTRIPHARMS USA, INC.

FILED
99 AUG -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

I.

The Board of Directors of said corporation, at a meeting called and held on the 23rd day of July, 1999, adopted the following resolution:


RESOLVED: That the corporation change its name from NUTRIPHARMS USA, INC. to C. DEAN PETERS, INC.

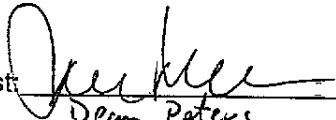
II.

The meeting of the stockholders of the corporation called by the Board of Directors, as aforesaid, was held on the 23rd day of July, 1999, and that at the Special Meeting of the Stockholders, said Amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all the Stockholders, a number of votes sufficient for the approval of the resolution.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this, the 23rd day of July, 1999.

NUTRIPHARMS USA, INC.

By: 
DEAN PETERS, President

Attest: 
Dean Peters Secretary