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BASIC AMENDMENT

AMERIFARMA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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Amended & Restated
Articles

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERIFARMA, INC.**

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TALLAHASSEE, FLORIDA

This document contains an amendment and restatement of the Articles of Incorporation of AMERIFARMA, INC. (the "Corporation") (Document No. P98000038924), which were originally filed with the Secretary of State of Florida on April 29, 1998, and subsequently amended on May 1, 1998 and May 17, 1999. These Amended and Restated Articles of Incorporation was duly adopted by written consent of the sole shareholder and director of the Corporation dated as of March 31, 2000, and is filed in accordance with 607.1003 and 607.1007 of the Florida Business Corporation Act.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be AMERIFARMA, INC. The mailing address of the Corporation shall be 1402 S. Brickell Bay Drive, Apt. 803, Coconut Grove, FL 33131.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Stock

The Corporation shall have authority to issue (i) 15,000,000 shares consisting of 10,000,000 shares of Common Stock, \$.01 par value per share (the "Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"). The holders of Common Stock shall be entitled to vote on each matter on which the stockholders of the Corporation shall be entitled to vote, and each holder of Common Stock shall be entitled to one vote for each share of such stock held by such holder. The Preferred Stock may be issued

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from time to time, in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions as are adopted by the Board of Directors (the "Board").

ARTICLE IV
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the Registered Agent of this Corporation at the above address shall be Victor M. Alvarez.

ARTICLE VI
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE VII
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE VIII
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

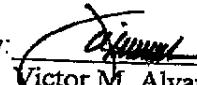
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IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Amended and Restated Articles of Incorporation, has hereunto set his hand and seal this 31st day of March, 2000.


Guillermo Ortiz, President

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
Victor M. Alvarez
Registered Agent

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