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P98000043109

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VEIN ASSOCIATES OF AMERICA, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

VEIN ASSOCIATES OF AMERICA, INC.

P98000043169

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

1. The name of the corporation (hereinafter called the "Corporation") is VEIN ASSOCIATES OF AMERICA, INC.

2. The Articles of Incorporation of the Corporation are amended as follows:

a. The opening paragraph to Article III is amended to read as follows:

Article III

Capital Stock

The total number of shares of capital stock which the Corporation will have the authority to issue is nine hundred and fifty million (950,000,000) shares of capital stock, consisting of (i) seven hundred and fifty million (750,000,000) shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) two hundred million (200,000,000) shares of preferred stock, par value \$0.001 per share ("Preferred Stock"), of which seventy-five million (75,000,000) shares of Preferred Stock will be designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"), one million (1,000,000) shares of Preferred Stock will be designated as "Series B Convertible Preferred Stock" (the "Series B Preferred Stock"), and the remaining shares of Preferred Stock will be undesignated shares which may be issued from time to time in accordance with this Article III.

3. No other agreement or document contains any provision regarding the reclassification of the issued shares of the Corporation covered hereby.

4. This Amendment was adopted on December 3, 2007.

5. The effective date of this Amendment is the date of its filing with the Office of the Secretary of the State of Florida.

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6. This Amendment was approved by the Corporation's shareholders. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned executed this Amendment on this 31st day of December 2007.

VEIN ASSOCIATES OF AMERICA, INC.

By: 
Name: Eric Luetkemeyer
Title: President and Chief Executive Officer