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From: Account Name : MINTMIRE & ASSOCIATES
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

BIO-SOLUTIONS FRANCHISE CORP.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BIO-SOLUTIONS FRANCHISE CORP.**

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of Common Stock having \$.001 par value per share and 1,000,000 shares of preferred stock having \$.001 par value per share. Shares of preferred stock shall be issued upon such terms and conditions as shall be established by the Board of Directors, and shareholder approval shall not be required.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: December 21, 2004

FOURTH: Adoption of Amendment(s) check one:

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

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The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by

(Voting Group)

X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21st day of December, 2004.

BY:

Louis H. Ellwell

(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Louis H. Ellwell
Typed or printed Name

Chairman
Title

Mintmire & Associates
Donald F. Mintmire
265 Sunrise Ave., #204
Palm Beach, FL 33480
(561) 832-5696
Florida Bar #402435

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