

Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
TERAGENIX CORPORATION**

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Certificate of Status	0
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Page Count	04
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TERAGENIX CORPORATION**

Pursuant to the provisions of Section 607.1006, Florida Statutes, **TERAGENIX CORPORATION**, a Florida corporation (the "Corporation"), hereby adopts the following amendments to its Articles of Incorporation:

1. Article III of the Corporation's Articles of Incorporation is hereby amended in its entirety and replaced with the following:

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be 55,000,000 shares, of which 50,000,000 shares shall be common stock of no par value per share and of which 5,000,000 shares shall be preferred stock of no par value per share.

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of the preferred stock of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to, and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of

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Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

All stock of this corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

2. Article VI of the Corporation's Articles of Incorporation is hereby amended in its entirety and replaced with the following:

ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The current Directors of the corporation are Lawrence Feldman, Joseph L. Mauro and Karen Raben.

3. Article VIII of the Corporation's Articles of Incorporation is hereby amended in its entirety and replaced with the following:

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by applicable law.

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4. The following Article XI is hereby added to the Corporation's Articles of Incorporation:

ARTICLE XI


The Corporation expressly elects not to be governed by either Section 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

5. The Corporation's shareholders adopted the foregoing amendments by an Action by Shareholders Without a Meeting dated August 5, 2002. The number of shares voting in favor of the foregoing amendments was sufficient for approval.

The undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 5th day of August, 2002.

TERAGENIX CORPORATION

By:

 8/5/2002
Joseph L. Mauro, President