

LAW OFFICES OF
BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

ONE BISCAYNE TOWER, SUITE 3599
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0501
FACSIMILE (305) 372-8068

P98000085997

November 13, 1998

Florida Department of State
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: **Y2K Medical, Inc.**
Document No. P98000085997

300002688143--D
-11/16/98--01078--008
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing, pursuant to Section 607.1002, Florida Statutes, is an Amendment to the Articles of Incorporation of the above-referenced corporation. Also enclosed is our check in the amount of \$35.00 in payment of the filing fee.

Very truly yours,

Mark J. Bryn
Mark J. Bryn

Encs.

*Amend
11-24-98
MJS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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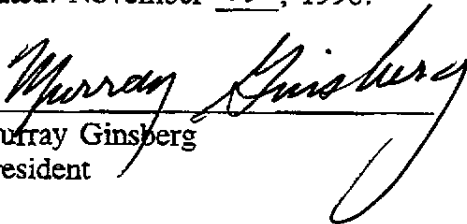
**ARTICLES OF AMENDMENT
OF Y2K MEDICAL, INC.**

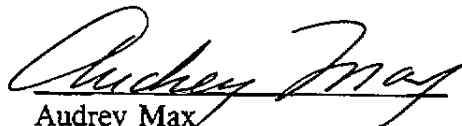
Y2K Medical, Inc., through its President and Secretary, hereby files these Articles of Amendment, as follows:

1. On November 12, 1998, the shareholders, by written consent, adopted the following amendment to the Articles of Incorporation.
2. The effect of these Articles of Amendment will be to change the reading of Article V of the Articles of Incorporation, as follows:

ARTICLE V: The aggregate number of shares which the corporation shall have authority to issue is Twenty million (20,000,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

Dated: November 12, 1998.


Murray Ginsberg
President


Audrey Max
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA