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October 25, 1999

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

Re: Articles of Amendment

Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of X Cosmeceuticals, Inc. along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please send the certified copy to the undersigned at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.



Mark H. Mirkin
MHM/mf
Enclosures

cc: Agnes Heron

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

X COSMECEUTICALS, INC.

Pursuant to Section 607.1005 of the Florida Statutes, on September 30, 1999, the directors of X Cosmeceuticals, Inc., a Florida corporation (the "Corporation"), adopted the following resolution by written consent:

RESOLVED: That the Articles of Incorporation of the Corporation as filed with the Florida State Department be amended to increase the number of authorized shares of common stock from 500 to 50,000,000 and to decrease the par value of the authorized shares of common stock from \$1.00 to \$0.01.

The Corporation has not yet issued shares and thus no vote of shareholders was necessary or possible for approval.

NOW THEREFORE, in accordance with the foregoing resolution, Article IV of the Corporation's Articles of Incorporation is amended to read as follows:

The total number of shares of common stock which the Corporation shall have authority to issue is fifty million (50,000,000) shares of common stock, \$0.01 par value per share.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 30th day of September, 1999.


Agnes Heron

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA