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AUTHORIZATION :

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ORDER NO. : 524154-005

CUSTOMER NO: 11654A

CUSTOMER: Ms. Rachelle Bricout
Holtzman Krinzman Equels &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

FILED
99 DEC 21 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: INTERNATIONAL BIOSCIENCE
CORPORATION

EFFECTIVE DATE:

900003077139-1-9

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: C. COULLETTE DEC 22 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL BIOSCIENCE CORPORATION**

FILED
99 DEC 21 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **INTERNATIONAL BIOSCIENCE CORPORATION** (the "Corporation").
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - a. Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE IV. BOARD OF DIRECTORS"

The corporation shall maintain a minimum number of four (4) Directors. The number of Directors may be increased or decreased, from time to time, as provided by the bylaws, but shall never be less than one (1)."

- b. Article V of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE V. CAPITAL STOCK"

The aggregate number of shares which the Corporation is authorized to issue is 110,000,000, divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Common Stock	60,000,000	\$ 0.0001
Preferred Stock	40,000,000	\$ 0.0001

The preferences, limitations and relative rights in respect of the shares of each class, are as follows:

The holders of Preferred Stock shall be entitled to receive in each year out of the surplus net profits of the Corporation a dividend in the amount as may be authorized by the Directors, before any dividend shall be set apart or paid on the Common Stock. Dividends on the Common Stock may be declared payable as authorized by the Directors, but only out of surplus net profits of the Corporation for any fiscal year remaining after the payment of the full yearly dividend on the

Preferred Stock for such year. The holders of Preferred Stock shall not be entitled to any further dividend or share of profits beyond the dividend authorized by the Director; and the holders of Common Stock shall be entitled to receive all moneys appropriated to dividends after the dividends on the Preferred Stock shall have been fully paid.

In case of the liquidation or the dissolution of the Corporation, the holders of the Preferred Stock shall be entitled to be paid in full both the par value of their shares before any amount shall be paid to the holders of the Common Stock. On any such liquidation or dissolution after the payment to the holders of the Common Stock of its par value the remaining assets and funds shall be divided pro rata among the holders of both classes of the capital stock."

- c. Article VII of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually."

- d. The following Article VIII is hereby inserted in the Articles of Incorporation of the Corporation:

"ARTICLE VIII. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or jurisdiction."

- e. The following Article IX is hereby inserted in the Articles of Incorporation of the Corporation:

"ARTICLE IX. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law."

- f. The following Article X is hereby inserted in the Articles of Incorporation of the Corporation:

"ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Directors."

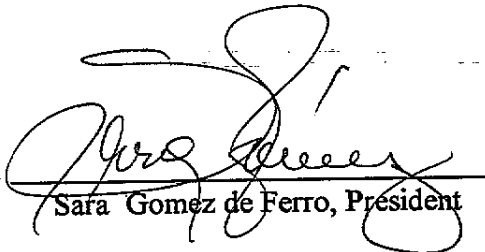
- g. The following Article XI is hereby inserted in the Articles of Incorporation of the Corporation:

"ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation."

3. These Articles of Amendment were adopted on the 6th day of December, 1999, by the unanimous written consent of the Corporation's shareholders and Directors in accordance with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, Sara Gomez de Ferro has caused these Articles of Amendment to be executed on this 6th day of December, 1999.

By: 
Sara Gomez de Ferro, President