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LAW OFFICES

ABRAMS ANTON P.A.

MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1981

MITCHELL D. ADLER  
LAURENCE I. BLAIR \*  
MILTON S. BLAUT X  
ALAN B. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
WILLIAM S. KRAMER O  
LEONARD ROBBINS  
KENNETH A. RUBIN

REUBEN M. SCHNEIDER O X  
PETER R. SIEGEL  
MARC JAY TANNEN  
JACK F. WEINS  
DAVID WEISMAN O  
OF COUNSEL  
STANLEY D. GOTTSEGEN S

2021 TYLER STREET  
POST OFFICE BOX 229010  
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500  
FAX: (954) 925-7013

ONE BOCA PLACE - SUITE 411E  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY  
(561) 994-2212  
(561) 994-2772  
FAX: (561) 997-8494  
NORTH BROWARD (954) 428-9800  
MIAMI (305) 940-8440  
PALM BEACHES (561) 833-4710

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January 31, 2000

PRIORITY MAIL

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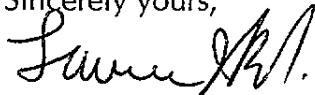
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32309

RE: HOLISTIC DERMACEUTICALS, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Amendment to Articles of Incorporation of Holistic Dermaceuticals, Inc., together with a check in the amount of \$43.75. Please file the Articles of Amendment and return a certified copy to me as soon as the following has been accomplished.

Sincerely yours,



LAURENCE I. BLAIR

LIB:ars/#397129

Enclosures

cc: Mr. and Mrs. Saulius Alkaitis

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00 FEB -4 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ac 2/11  
amend

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
HOLISTIC DERMACEUTICALS, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

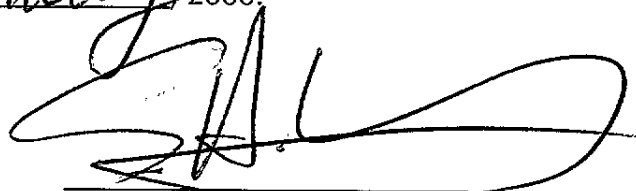
1. The Articles of Incorporation are hereby amended as follows:

**ARTICLE IV**

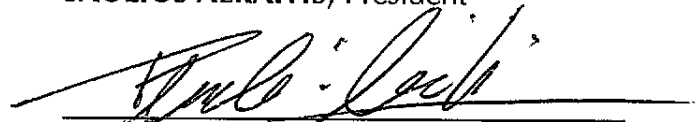
This Corporation is authorized to issue one million (1,000,000) shares of voting Common Stock having a par value of \$1.00.

2. This Amendment is adopted as of the 1st day of January, 2000.
3. The Amendment was approved by the Shareholders of the Corporation. The number of votes cast for the Amendment was sufficient for approval.

Signed on the 24 day of January 2000.



SAULIUS ALKAITIS, President



PAULINA ALKAITIS, Secretary

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HD12-0001

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00 FEB -4 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA