

CCRS

103 N. MERIDIAN STREET, LOWER LEVEL

TALLAHASSEE, FL 32301

222-1173

FILING COVER SHEET

ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE:

1-30-2001

REF. #:

0176.14169

CORP. NAME:

Biogheart, Inc.

Amended

900003603139--2

-01/31/01--01002--018

*****78.75 *****78.75

() ARTICLES OF INCORPORATION

☒ ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() FOREIGN QUALIFICATION

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

() MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION

() UCC-1

() UCC-3

() OTHER:

STATE FEES PREPAID WITH CHECK# 10018

FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☒ CERTIFIED COPY

() CERTIFICATE OF GOOD STANDING

() PLAIN STAMPED COPY

() CERTIFICATE OF STATUS

Examiner's Initials

AR
1/31/01

FILED
01 JAN 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BIOHEART, INC.**

(a Florida corporation)

FILED
01 JAN 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), Bioheart, Inc., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **BIOHEART, INC.**
2. Article IV of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety and replaced with the following:

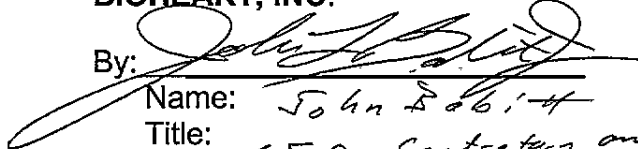
"ARTICLE IV - BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than nine (9) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation."

3. The Amendments hereby made to the Articles of Incorporation were duly adopted by written consent executed by shareholders of the Corporation holding the requisite number of shares of capital stock of the Corporation dated as of January 26, 2001, and by written consent of all the members of the Board of Directors of the Corporation dated as of January 26, 2001, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of these Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of **BIOHEART, INC.** this 26 day of January 2001.

BIOHEART, INC.

By: 

Name: John S. Smith

Title: CFO, Secretary and Director