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Amend

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

(a Florida Corporation)

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 fifteen (15) 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 approved by a unanimous written consent executed by the Board of Directors of the Corporation as of June 1, 2007 and duly adopted by a written consent executed by a majority of the Shareholders of the Corporation as of June 1, 2007, pursuant to Section 607.0704 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the 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 19th day of September, 2007.

BIOHEART, INC.

By: 

William M. Pinon
President & Chief Executive Officer

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