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BASIC AMENDMENT

MEDAL, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF MEDAI, INC.**

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

FIRST: The name of the Corporation is MEDai, Inc.


SECOND: Article III of the Articles of Incorporation shall be amended in its entirety to read as follows:

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000,000 shares of Class A Common Stock having a par value of \$.01 per share, and 1,500,000 shares of Class B Common Stock having a par value of \$.01 per share. Class A Common Stock and Class B Common Stock shall be identical in all respects except that holders of Class B Common Stock shall have no voting rights.

THIRD: Each share of outstanding stock of the Corporation at the date of this Amendment shall be exchanged for five thousand (5,000) shares of Class A Common Stock.

FOURTH: The foregoing amendment was duly adopted on August 10, 2001 by the unanimous written consent of the Board of Directors and by written consent of the sole shareholder of the Corporation and, therefore, the number of votes cast for the foregoing amendment was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on this 10th day of August, 2001.


Steven Epstein, President

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