

P99000087617

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BASIC AMENDMENT

EINSTEIN'S BIOMED-TECH MATRIX 2000, INC.

Certificate of Status	1
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Estimated Charge	\$43.75

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Name Change
Amendment

D. CONNELL MAR 24 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2000

EINSTEIN'S BIOMED-TECH MATRIX 2000, INC.
POST OFFICE BOX 33704
PALM BEACH GARDENS, FL 33420

SUBJECT: EINSTEIN'S BIOMED-TECH MATRIX 2000, INC.
REF: P99000067617

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct the Florida Statute number in the first paragraph of your document. The number should be changed from 607.0602 to 607.1006.

#3 of your document states Amendment to Article 3: Einstein Medical Corporation, Inc. Florida 33409. The name showing here in #3 has a , INC. on the new name of the corporation. Should this be????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000012461
Letter Number: 480A00016094

March 21, 2000

EINSTEIN'S BIOMED-TECH MATRIX 2000, INC.
POST OFFICE BOX 33704
PALM BEACH GARDENS, FL 33420

SUBJECT: EINSTEIN'S BIOMED-TECH MATRIX 2000, INC.
REF: P99000087617

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000012461
Letter Number: 500A00015422

FILED
00 MAR 23 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EINSTEIN'S BIOMED-TECH MATRIX 2000, INC.

Articles 1, 3, 7, 8 and 13 of the Articles of Incorporation of Einstein's Biomed-Tech Matrix 2000, Inc. were amended by the corporation's Board of Directors on February 2, 2000. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. **Waiver of Notice of Special Meeting of Shareholders of Einstein's Biomed-Tech Matrix 2000, Inc., n/k/a Einstein Medical Corporation, Inc.:** The undersigned, holding all of the outstanding and issued shares of capital stock of Einstein's Biomed-Tech Matrix 2000, Inc., a Florida corporation n/k/a Einstein Medical Corporation, Inc., pursuant to §607.1006 Florida Statutes, do consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting.

3. **Record Date:** Pursuant to Florida Statute §607.0707 and the Bylaws of Einstein's Biomed-Tech Matrix 2000, Inc., the record date of this meeting shall be February 23, 2000.

2. **Amendment to Article 1:** The name of the corporation is shall be **Einstein Medical Corporation**. This change shall be effective as of February 2, 2000.

3. **Amendment to Article 3:** Einstein Medical Corporation Suite 300, 440 Columbia Drive, West Palm Beach, Florida 33409.

4. **Amendment to Article 5:** The officers of the Corporation shall be:

P/S/T/D/CEO/Chairman of the Board of Directors: **George Einstein, Ph.D.**

Director: **Daniel Todd Layton**

Director: **David W. Unger**

5. **Amendment to Article 7.1:** The Corporation is authorized to issue TWENTY MILLION (20,000,000) shares of common stock at .001 par value effective as of February 2, 2000.

6. Amendment to Article 8: The Corporation may not elect to be a Subchapter S Corporation. Any request for Subchapter S status or similar filing with the State of Florida, the Internal Revenue Service or any other applicable body shall be withdrawn immediately.

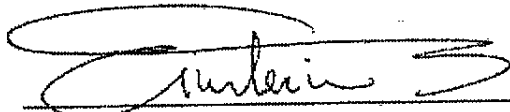
7. Amendment to Article 13: The registered agent shall be:

Dave K. Roy, Esq.
Roy & Associates, P.A.
1818 S. Australian Avenue, Suite 400
West Palm Beach, FL 33409
(561) 616-0064
(561) 616-3327 - fax

4. Share Issuance: By agreement on February 18, 2000, Dr. George Einstein, formerly the sole shareholder of the Company agreed to issue 29% of the authorized shares of the Company to the Griffen Companies.

8. The foregoing Amendment to the Articles of Incorporation was duly adopted by the shareholders on February 23, 2000.

In witness whereof, the undersigned officer of this corporation has executed these Articles of Amendment on March 22, 2000.



Dr. George Einstein, Ph.D., President

March 22, 2000

Date

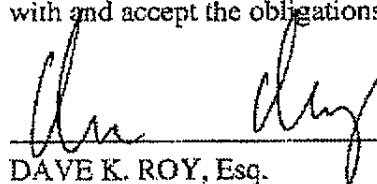
**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION: Einstein Medical Corporation

REGISTERED AGENT:

**Dave K. Roy, Esq.
Roy & Associates, P.A.
Commerce Pointe
1818 S. Australian Avenue, Suite 400
West Palm Beach, FL 33409**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVE K. ROY, Esq.

Date: 3/22/00

Dave K. Roy, Esq. - FL Bar Member #0092551
Commerce Pointe
1818 S. Australian Avenue, Suite 400
West Palm Beach, FL 33409
561 -616-0064 • Fax 561 -616-3327