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August 6, 2001

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: The CERUS Company; Articles of Amendment

Dear Sir or Madam:

700004524657--9
-08/08/01--01071--016
*****35.00 *****35.00

Enclosed herewith is the original and one copy of the Articles of Amendment to the Articles of Incorporation of the CERUS Company. Also enclosed is a check for \$35.00 for the filing fee.

Please file the Articles of Amendment and return the stamped copy in the self-addressed stamped envelope.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.

Edward W. Soulsby
Edward W. Soulsby, Esq.

EWS
Enclosures
cc: Scott M. Farnsworth, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG - 8 AM 9:43

Amendment
LFT
8-16-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG -8 AM 9:43

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

OF

THE CERUS COMPANY**

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I
AMENDMENT TO ARTICLES**

Article IV of the Articles of Incorporation shall be amended as follows:

The Corporation shall be authorized to create and issue 15,000,000 shares of Common Stock having a par value of \$0.001 per share and to determine the price, rights and preferences and privileges of those shares.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued

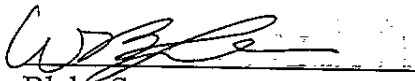
**ARTICLE II
ADOPTION BY SHAREHOLDERS AND DIRECTORS**

This Amendment was approved by the Shareholders and Directors of the Corporation at a formal joint meeting held on July 25, 2001 in Winter Park, Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has made and subscribed these Articles of Amendment at Winter Park, Florida, for these uses and purposes aforesaid, this 16th day of August, 2001.

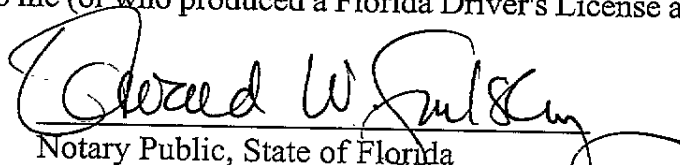

SCOTT M. FARNSWORTH
President

ATTEST:


Blake Sonne
Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of August, 2001, by SCOTT M. FARNSWORTH, President of The Cerus Company, a Florida corporation, who is personally known to me (or who produced a Florida Driver's License as identification).


Notary Public, State of Florida