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Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

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Phone

CORPORATION(S) NAME

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Authorgenics, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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THANKS
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DIVISION OF CORPORATION

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AUTHORGENICS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORGENICS, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), DOES HEREBY CERTIFY:

1. The name of the Corporation is Authorgenics, Inc.
2. Section 6(a)(iii) of the Amended and Restated Designations of the Series A Preferred Stock is deleted in its entirety, and the following Section 6(a)(iii) is hereby substituted in its place:

For the purpose of determining the interest of the holders of Series A Preferred Stock in the shares of Common Stock underlying such shares of the Series A Preferred Stock (whether for the purpose of determining the holders' ratable interest in dividends, distributions on a Liquidation or a Sale or Merger, voting rights or for repurchases, redemptions or retirement of shares), the "Conversion Price" shall be deemed to be the lesser of (a) \$2.00; or (b) 85% of the initial Conversion Price of the Series B Preferred Stock in the event that the Series B Preferred Stock is the Equity Security of the Corporation (as hereinafter defined) first issued following the filing of the Articles of Amendment dated February 1999, or the purchase price or initial Conversion Price of such other Equity Security of the Corporation first issued following the filing of the Articles of Amendment dated February 1999. For the purposes of this Section 6(a)(iii) the term "Equity Security" means and includes common stock of the Corporation and any other securities of the Corporation which may be exercised or exchanged for or is convertible into common stock of the Corporation. The Conversion Price shall be subject to adjustment pursuant to the provisions of Section 7 hereof. The number of shares of Common Stock into which the Series A Preferred Stock shall be convertible from time to time is hereinafter referred to as the "Conversion Rate."

3. Section 7(e) of the Amended and Restated Designations of the Series A Preferred Stock is deleted in its entirety, and the following Section 7(e) is hereby substituted in its place:

(e) Notwithstanding anything to the contrary herein, the transfer, at any time or from time to time, by Brian and/or Cynthia Stack, with or without consideration, of shares of Common Stock to Ron Collins and Arthur Levey in aggregate amounts of up to 940,000 shares and 125,000 shares,

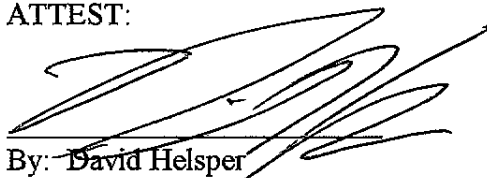
respectively, shall not be deemed to cause any adjustment of or otherwise affect the Conversion Price.

4. The foregoing amendments were adopted by a unanimous vote of the Board of Directors on February 26, 1999.

5. The foregoing amendments were approved by written consent, pursuant to Section 607.0704 of the Act, of at least 67% of the holders of the Series A Preferred Stock, which is sufficient for approval of these Articles of Amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation to be executed and attested to by the undersigned duly authorized officers, this 26th day of February, 1999.

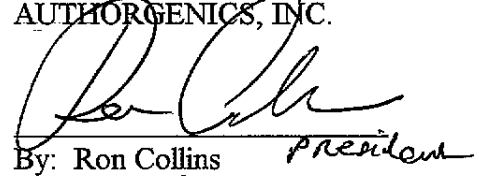
ATTEST:



By: David Helsper

Title: Assistant Secretary

AUTHORGENICS, INC.



By: Ron Collins

Title: President