S98512

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 549894 8796A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : October 1, 1997

ORDER TIME : 10:51 AM

ORDER NO. : 549894-005

CUSTOMER NO: 8796A

500002308935--7

CUSTOMER: Ms. Amy Herstine
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

FILED
97 OCT -1 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BIODYNAMICS INTERNATIONAL, INC

EFFICTIVE DATE:

10/2

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: ____

Amend

97 OCT -1 PM 1:25

FILED

97 OCT -1 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BIODYNAMICS INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.181 of the Florida General Corporation Act, the undersigned corporation does hereby adopt these Articles of Amendment to the Articles of Incorporation, and the undersigned officers do hereby certify individually and on behalf of the undersigned corporation as follows:

1. The name of the corporation is Biodynamics International, Inc. (the "Corporation"). The Articles of Incorporation of this Corporation were filed by the Department of State of the State of Florida and became effective on December 6, 1991. The document number of this Corporation is S98512.

2. Article III of the Articles of Incorporation of this Corporation shall be amended as follows:

ARTICLE III - CAPITAL STOCK

Shares Authorized. The aggregate number of shares of stock which this corporation shall have authority to issue shall be thirty-one million (31,000,000) shares of which thirty million (30,000,000) shares shall be of Common Stock (each with a par value of $.01) and one million (1,000,000) shares of Preferred Stock (each with a par value of $.01).

The terms of the Preferred Stock and Common Stock were not changed.

3. This Amendment was recommended by the Board of Directors to the Corporation's shareholders on December 29, 1995.

4. On June 13, 1996, the holders of a majority of the outstanding shares of Common Stock of the Corporation, the only class of securities outstanding, adopted this amendment to the Corporation's Articles of Incorporation at a special, duly called and convened meeting of such shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Articles of Incorporation to be executed this 27th day of September, 1997.

BIODYNAMICS INTERNATIONAL, INC.

By: Karl R. Meister

Karl Meister, President