



598512

ACCOUNT NO. : 072100000032

REFERENCE : 594905 8796A

AUTHORIZATION :

COST LIMIT *Paid* \$35.00

FILED
91 NOV 10 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 10, 1997

ORDER TIME : 2:44 PM

ORDER NO. : 594905-005

CUSTOMER NO: 8796A

90000234 5839--4

CUSTOMER: William J. Schifino, Esq
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: BIODYNAMICS INTERNATIONAL, INC

EFFECTIVE DATE:

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: Daniel W Legett

EXAMINER'S INITIALS:

AW *DR* *11/12*

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97 NOV 10 PM 3:45
DIVISION OF CORPORATION

**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 officer does hereby certify individually and on behalf of the undersigned corporation as follows:

1. The name of the corporation is Biodynamics International, Inc. (the "Company"). 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. A new Article VII to the Articles of Incorporation of this Corporation shall be as follow:

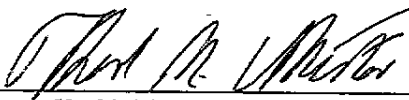
ARTICLE VII

The 26,875,090 shares of common stock of the Corporation, par value \$0.01 per share, either issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time this amendment becomes effective shall be and are automatically reclassified and changed (without any further act) into 2,687,509 fully-paid and nonassessable shares of the common stock of the Corporation, par value \$0.01 per share (subject to adjustment due to rounding of fractional shares), without increasing or decreasing the amount of stated capital or paid-in surplus of the Corporation, provided that no fractional shares shall be issued. The fractional share shall be rounded up to the next whole number.

3. This Amendment was recommended by the Board of Directors to the Corporation's shareholders on September 22, 1997
4. On November 10, 1997, 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 10th day of November, 1997.

BIODYNAMICS INTERNATIONAL, INC.

By: 
Karl Meister, President

11/12/97

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67 NOV 10 PM 11:04
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