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MATRIX HEALTHCARE SERVICES, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
MATRIX HEALTHCARE SERVICES, INC.

Document No. P01000050901

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

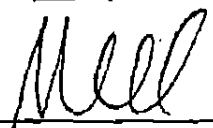
1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete Article III of the Articles of Incorporation and to substitute in its place the following:

ARTICLE III

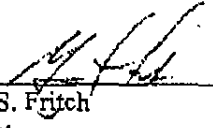
The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock with a par value of \$.001 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

2. This amendment to the Articles of Incorporation was approved by written consent of the stockholders of this corporation on November 8, 2006.
3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment of the Articles of Incorporation this 8th day of November, 2006.



Steven A. MacDonald
Chief Executive Officer



Guerry S. Fritch
President

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