

FEB. 22. 2008 9:55AM TRENAM, KEMKER

NO. 9689 P. 1
P. 1

* * * COMMUNICATION RESULT REPORT FEB. 21. 2008 4:38PM * * *

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MATRIX HEALTHCARE SERVICES, INC.

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FEB. 22. 2008 9:55AM

TRENAM, KEMKER
From: 030-011-0301

Page: 1/1

Date: 2/22/2008 8:58:44 AM

NO. 9689 P. 2



February 22, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MATRIX HEALTHCARE SERVICES, INC.
5706 BENJAMIN CENTER DR
SUITE 103
TAMPA, FL 33634

SUBJECT: MATRIX HEALTHCARE SERVICES, INC.
REF: P01000050901

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Cheryl Coulliette
Regulatory Specialist II

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2008 FEB 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

(((H08000046007 3)))

**ARTICLES OF AMENDMENT
OF THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MATRIX HEALTHCARE SERVICES, INC.**

FILED
08 FEB 22 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MATRIX HEALTHCARE SERVICES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Amended and Restated Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby, by and through the undersigned, its President, certify as follows:

1. The name of the Corporation is Matrix Healthcare Services, Inc.
2. The Amendment of the Corporation's Amended and Restated Articles of Incorporation as adopted by the stockholders of the Corporation and as effected hereby (the "Amendment") is to delete in its entirety Article IV of the Amended and Restated Articles of Incorporation of the Corporation, and in its place substitute the following:

Article IV - Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 70,000,000 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.

3. The Amendment was adopted on February 21, 2008.
4. The number of votes cast for the Amendment by the majority stockholder was sufficient for approval of the Amendment.
5. These Articles of Amendment of the Amended and Restated Articles of Incorporation shall be effective immediately upon filing with the Florida Department of State and the payment of all fees required by the laws of the State of Florida.

[Signature page follows]

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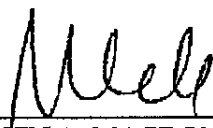
FEB. 22. 2008 9:56AM

TRENAM, KEMKER

NO. 9689 P. 4

((H08000046007 3)))

IN WITNESS WHEREOF, MATRIX HEALTHCARE SERVICES, INC. has caused these Articles of Amendment to be executed by its President on this 21 day of February, 2008.

By: 

STEPHEN A. MACDONALD, President