



Sun Healthcare Group

P29543

Sun Healthcare Group, Inc. 101 Sun Avenue NE
Albuquerque, NM 87109
505.821.3355
Fax 505.828.0944
www.sunh.com

October 8, 1998

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-10/15/98--01028--001
*****35.00 *****35.00

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: SunChoice.com, Inc. (formerly Americare Group Purchasing Corp.)

Dear Sir or Madam:

Enclosed for filing please find (i) an original and one copy of an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, (ii) a certified copy of a Certificate of Amendment of Certificate of Incorporation of Americare Group Purchasing Corp. in the State of Delaware, (iii) a check in the amount of \$35.00, and (iv) a stamped, self-addressed envelope for return of the file-stamped copy. Please direct any correspondence regarding this filing to my attention.

Very truly yours,

Diane McGee
Corporate Paralegal

Enclosures

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10-15-98
MC CM
JPG

FILED
98 OCT 15 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICARE GROUP PURCHASING CORP.", CHANGING ITS NAME FROM "AMERICARE GROUP PURCHASING CORP." TO "SUNCHOICE.COM, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2231159 8100

981390424

AUTHENTICATION: 9346419

DATE: 10-08-98

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
AMERICARE GROUP PURCHASING CORP.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Americare Group Purchasing Corp.

2. The restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST. The name of the corporation is SunChoice.com, Inc."

3. The amendment of the restated Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Dated: August 24, 1998

By: Michael Berg
Name: Michael T. Berg
Title: Assistant Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/31/1998
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