

P97000079709

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NOVEMBER 28, 2000

Director
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Articles of Amendment
GENESIS PHARMACY SERVICES, INC.
Document Number P97000079709**

Dear Sir/Madam:

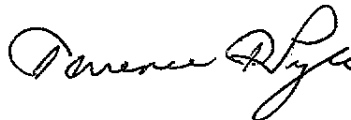
Please find enclosed the following with regard to the above Corporation:

1. The original and one copy of Articles of Amendment;
2. My law firm's check payable to the Florida Department Of State in the amount of \$43.75 to cover the following:

[a] Filing Fee	\$ 35.00
[b] Certified copy	8.75

Thank you for your assistance in this matter. If you have any questions, please call

Sincerely,



TERRENCE F. PYLE

TFP/cah
Encs.

FILED
00 NOV 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 12-6
amend

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
GENESIS PHARMACY SERVICES, INC.**

FILED
00 NOV 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Officers of the above-named Corporation hereby file the within ARTICLES OF AMENDMENT, providing that the following provisions of the ARTICLES OF INCORPORATION OF GENESIS PHARMACY SERVICES, INC., a Florida Corporation, filed in the Office of the Florida Department of State in Tallahassee, Florida, on September 12, 1997, effective September 10, 1997, and assigned Document Number P97000079709, and as previously amended, be and they are hereby further amended in the following particulars:

1. ARTICLE IV of the ARTICLES OF INCORPORATION of GENESIS PHARMACY SERVICES, INC. shall be amended to read in its entirety as follows:

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue Twelve [12] Million Shares of Capital Stock with No-Par Value, which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

2. The foregoing Amendments were adopted by the Directors and Shareholders of the Corporation on the 25th day of March, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these ARTICLES OF AMENDMENT on this 25 day of August, 1999.

Mary F. Beckel
MARY F. BECKEL President

ATTESTED BY:

Mark Beckel
MARK BECKEL Secretary

CORPORATE SEAL:

*

FILED
00 NOV 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA } S/S
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARY F. BECKEL, as President of GENESIS PHARMACY SERVICES, INC., who is personally known by me (or, if not personally known by me, who produced _____ as proof of identification), and acknowledged before me that the foregoing instrument was executed on behalf of the Corporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of August, 1999.

Elizabeth E. Blue
NOTARY PUBLIC
State of Florida at Large
Print Name: Elizabeth E. Blue
Commission Number: CC 732645
My Commission Expires: April 12, 2002

STATE OF FLORIDA } S/S
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK BECKEL, as Secretary of GENESIS PHARMACY SERVICES, INC., who is personally known by me (or, if not personally known by me, who produced _____ as proof of identification), and acknowledged before me that the foregoing instrument was executed on behalf of the Corporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of August, 1999.

Elizabeth E. Blue
NOTARY PUBLIC
State of Florida at Large
Print Name: Elizabeth E. Blue
Commission Number: CC 732645
My Commission Expires: April 12, 2002