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FILED  
JUN 30 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 28, 1999

VIA FEDERAL EXPRESS 2nd DAY

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002919911--3  
-06/30/99--01075--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Health Express USA, Inc. (the "Company")

Dear Sir/Madam:

Enclosed please find one original and one copy of the Company's Articles of Amendment to the Articles of Incorporation to be filed and a check payable to the Secretary of State for \$43.75 for the filing fee and a certified copy. Kindly file the Amendment and return a certified copy to the undersigned in the enclosed, self-addressed stamped envelope.

Very truly yours,

Michelle Kramish Kain  
Michelle Kramish Kain, P.A.

encls.

MKK\cj

g:\mkk\health express\FL Dept. Corp. filing ltr.

Amend

V. SHEPARD JUL 6 1999

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
HEALTH EXPRESS USA, INC.

FILED  
99 JUN 30 AM 9: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Health Express USA, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article 7 is deleted in its entirety and substituted by the following:

ARTICLE 7 - CAPITAL STOCK

- 7.1 The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall consist of 60,000,000 shares of Capital Stock as follows:
- (a) 50,000,000 shares of common stock, having a par value of \$.001 per share; and
  - (b) 10,000,000 shares shall be designated "blank check" preferred stock, having a par value of \$.01 per share, to be issued with such rights, designations, preferences and other terms and conditions as may be determined by the Corporation's Board of Directors, from time to time and at any time, in their sole discretion, without any further action by the shareholders of the corporation.
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article 8 is deleted in its entirety and substituted by the following:

ARTICLE 8 - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

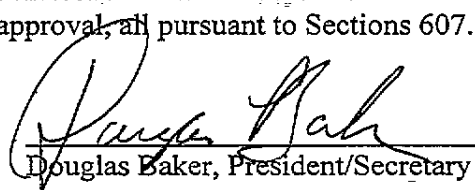
The following Article 18 shall be added:

ARTICLE 18 - CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing was adopted by resolutions of the Board of Directors dated June 10, 1999 and by consent of the shareholders dated June 10, 1999 representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to Sections 607.0704 and 607.0821.

Dated as of June 11, 1999.

  
Douglas Baker, President/Secretary

STATE OF FLORIDA                    )  
                                                  )SS:  
COUNTY OF BROWARD            )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of June, 1999 by Douglas Baker as President and Secretary of Health Express USA, Inc., a Florida corporation, on behalf of the Corporation. He or she is personally known to me or has produced FL DRIVER LIC# B262-176-62-426-0 as identification and did take an oath.

Notary Public:

sign Angela M Custode

print \_\_\_\_\_  
ANGELA M. CUSTODE  
COMMISSION # CC1654128  
State of Florida at Large (Seal)  
EXPIRES AUG 2, 2001  
My Commission Expires \_\_\_\_\_  
BONDED THRU THE BONDING CO., INC.