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TRENAM, KEMKER

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P 99000073615

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TECHHEALTH, INC.

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Amendment  
10/7/08

Dc.

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ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
TECHHEALTH, INC.  
DOCUMENT NO. P99000073615

TECHHEALTH, INC., a corporation organized and existing under the laws of the State of Florida (this "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of this Corporation are hereby amended by deleting in its entirety the first paragraph of the first section of the provisions of Article IV addressing Series B Convertible Preferred Stock and by substituting, in lieu thereof, the following:

\*\*\*\*\*

1. General. A series of the Corporation's authorized class of preferred stock, \$.01 par value, is hereby established as "Series B Convertible Preferred Stock, \$.01 Par Value," hereinafter referred to as the "Series B Preferred Stock," which series shall consist of 280 shares. Series B Preferred Stock shall be junior in priority to Series A Preferred Stock, but senior to the Corporation's common stock (the "Common Stock"). In no event shall a holder of Series B Preferred Stock be entitled to participate in a dividend, liquidation or other distribution of property of the Corporation unless and in any event, to no greater extent than, a holder of Series A Preferred Stock is entitled to participate.

\*\*\*\*\*

2. This amendment to the Articles of Incorporation, which does not require shareholder approval, was approved by the written consent of the Board of Directors of this Corporation on October 3, 2008.

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 duly authorized officer and director of this Corporation has executed these Articles of Amendment of the Articles of Incorporation of TECHHEALTH, INC. this 3rd day of October, 2008.

TECHHEALTH, INC.

By: 

Tom Sweet  
Chief Executive Officer and Director

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