

328014

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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

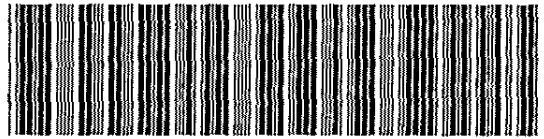
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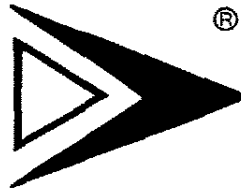
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04 JUL 15 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FL 32301

Amend

G. Ouellette JUL 22 2004

ICARE INDUSTRIES



P.O. BOX 84000
ST. PETERSBURG, FL 33784
Toll Free 1-800-648-7463
FAX (727) 522-1408

July 8, 2004

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

Re: ICARE INDUSTRIES, INC.

Gentlemen:

Enclosed for filing with your office are (1) articles of amendment to the articles of incorporation of the above named corporation, (2) a copy of the articles of amendment, and (3) our check in the amount of \$35.

Please stamp your date of receipt on the copy and return it to J. Scott Payne, ICARE INDUSTRIES, INC., P.O. Box 84000, St. Petersburg, FL 33714.

If you have any questions concerning the enclosed documents, or require additional information, please contact our attorney, John H.W. Cole, Esq. at 800-443-0264.

Very truly yours,

J. Scott Payne
Chairman

Articles of Amendment
to the Articles of Incorporation
of
ICARE INDUSTRIES, INC.

Pursuant to the provisions of section 607.1001, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

Article VIII of the Articles of Incorporation of **ICARE INDUSTRIES, INC.** is hereby amended and restated to provide as follows:

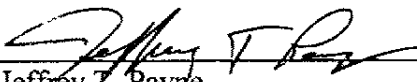
"Article VIII – Number of Directors

The Board of Directors of this corporation shall be not less than one (1) or more than five (5), as determined by the stockholders. As of the date of filing of these articles of amendment there shall be two (2) directors, J. Scott Payne and Jeffrey T. Payne."

The foregoing amendments shall be effective upon approval by the Secretary of State.

The Amendment was adopted by the shareholders on July 7, 2004. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 7th day of July, 2004.


Jeffrey T. Payne
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA