

CLARK, WILSON

BARRISTERS & SOLICITORS

Patent & Trade-Mark Agents

James M. Halley Q.C.
M. Douglas Howard
Alexander Petrenko
William D. Holder
Diane M. Bell
Darren T. Donnelly
Kevin J. MacDonald
K. David Andersson
D. Lawrence Munn
Gregory R. Anctil
Lisa D. Dalton
David J. Wallin
Robert J. Merlo
William L. Macdonald

David W. Buchanan, Q.C.
W.W. Lyall D. Knott, Q.C.
Bernard Finsky
David J. Cowan
R. Brock Johnston
Mark S. Weintraub
Don C. Sihota
Kerstin R. Tapping
Herbert I. Ono
John C. Fiddick
Virgil Z. Hlus
Alison W. Bruneau
Amy A. Mortimore
Patricia Lauridsen-Hoegh

Derek J. Mullan, Q.C.
William A. Ruskin
Roy A. Nieuwenburg
Nigel P. Kent
Neil P. Melliship
Neo J. Tuytel
Annette E.F. Dueck
Brook H. Smith
R. Glen Boswall
Allyson L. Baker
Jonathan L.S. Hodes
Kit H. Lui
Aaron B. Singer
Karen S. Szeto

R. Stuart Wells
Patrick A. Williams
William C. Helgason
Douglas W. Lahay
Kenneth K.C. Ing
Ross D. Tunnicliffe
D. Bruce Gleig
Mark M. Yang
Hannelie G. Stockenström
Bonnie S. Elster
Samantha Ip
Doran J. Ingalls
Tiffany P.K. Tsang

Associate Counsel: Christopher J. Pollard

D.M. Clark, Q.C. (1993)
J.A. Clark, Q.C. (1976)
A.D. Wilson (1965)

Reply Attention of: Lisa M. Lewis, Legal Assistant
Direct Telephone: (604) 643-3141
EMail Address: lmc@cwilson.com
Website Address: www.cwilson.com
File No.: 21203-1 / D/LMC/92622.1

May 5, 2000

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

F 03780
BY OVERNIGHT COURIER

Attention: Amendments

Dear Sirs:

Re: GlobalNetCare, Inc. (the "Company")

We are the attorneys for the Company.

Please find enclosed the Company's originally executed Articles of Amendment to Articles of Incorporation (increase in authorized capital), a cheque in the amount of US\$43.75 (\$35.00 for the amendment, \$8.75 for a certified copy), and a copy of the Articles of Amendment (for certification and return to our offices).

Please contact the writer at (604) 643-3141 should you have any questions.

Yours truly,

CLARK, WILSON

Per: 
Lisa M. Lewis
Legal Assistant

LML
Encl.

300003242653--5
-05/08/00-01098-007
*****43.75 *****43.75

00 MAY -8 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
5/19
ac
amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GLOBALNETCARE, INC.

FILED
00 MAY -8 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE IV
SHARES

"The capital stock of this corporation shall consist of 100,000,000 shares of common stock, \$0.001 par value"

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment not contained in the amendment itself are as follows:

N/A

THIRD: The date of each amendment's adoption: March 1, 2000, to be effective March 1, 2000

FOURTH: Adoption Amendment(s) (CHECK ONE)

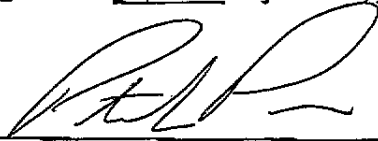
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 4th day of May, 2000



Patrick Power
President/Director