

F96000002222

Thomas G. Unsworth, P.A.

*Certified Public Accountant
3504 Radio Road
Naples, Florida 34104-3750
(941) 649-8111 Tel (941) 649-8214 Fax*

June 9, 1998

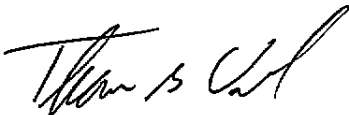
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*****35.00 *****35.00

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

Subject: PROCARE PHARMACIES OF AMERICA, INC.
Ref. Number: F96000002222

We are resubmitting the documentation for the name change of PROCARE AMERICA, INC. to PROCARE PHARMACIES OF AMERICA, INC. and the check for the filing fee of \$35.00. Per your request, we are enclosing the original copy of the Certificate of Good Standing from the State of Minnesota. We request that this original copy be returned to us upon your completion of the processing of this name change. We would appreciate the return to be by certified mail, return receipt requested.

Sincerely,



Thomas G. Unsworth
Treasurer

Enclosures

Certified Mail
Return Receipt Requested
Z 118 060 057

FILED
98 JUN 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
JUN 25 1998

ProCare America, Inc.

% Thomas G. Unsworth, CPA
3504 Radio Road
Naples, Florida 34104-3750
941-649-8111

Amendment Section
Division of Incorporations
409 East Gaines Street
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are articles of amendment to the articles of incorporation of ProCare America, Inc. and a check in the amount of \$35 for the filing fee. This amendment is made to change the name of the corporation to ProCare Pharmacies of America, Inc. Please process this amendment and forward the notice of change to:

Thomas G. Unsworth, Treasurer
ProCare America, Inc.
3504 Radio Road
Naples, Florida 34104-3750

Should you need anything additional to effect this change, please contact me at the number above.

Sincerely yours,



BRENT PETERSON
CHAIRMAN/CEO

RECEIVED
98 MAY - 1 AM 8:22
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 4, 1998

THOMAS G. UNSWORTH, TREASURER
PROCARE AMERICA, INC.
3504 RADIO ROAD
NAPLES, FL 34104-3750

SUBJECT: PROCARE AMERICA, INC.
Ref. Number: F96000002222

We have received your document for PROCARE AMERICA, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 698A00024301

RECEIVED
98 JUN 26 AM 8:14
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
JUN 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ProCare America, INC.
Name of corporation as it appears on the records of the Department of State.
2. Minnesota
Incorporated under laws of
3. MAY 3, 1996
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? yes
5. ProCare Pharmacies of America, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Thomas G. Unsworth
Signature

June 9, 1998
Date

Thomas G. Unsworth
Typed or printed name

TREASURER
Title

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

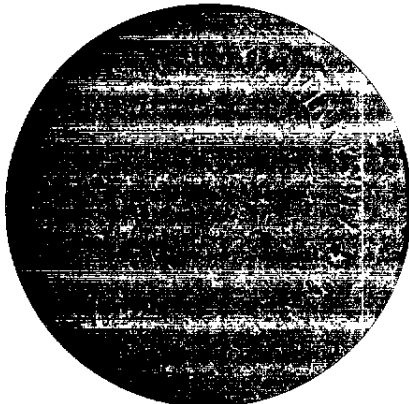
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the Chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

NAME: Procare Pharmacies of America, Inc.

DATE FORMED: 09/22/1993

CHAPTER GOVERNED BY: 302A

This certificate has been issued on March 3rd, 1998.



Joan Anderson Growe
Secretary of State.

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF PROCARE AMERICA, INC.

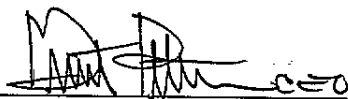
Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article I is amended to ProCare Pharmacies of America, Inc.

SECOND: The date of the amendment's adoption is February 12, 1998.

THIRD: The amendment was adopted by the board of directors. The number of votes cast for the amendment was sufficient for approval.

Signed this 27th day of APRIL, 1998



BRENT PETERSON
CHAIRMAN/CEO