



THE UNITED STATES
CORPORATION
COMPANY

L84760

ACCOUNT NO. : 072100000032

REFERENCE : 760955 4300043

AUTHORIZATION : Patricia [Signature]

COST LIMIT : \$ 43.75

ORDER DATE : July 12, 2000

ORDER TIME : 11:04 AM

ORDER NO. : 760955-005

CUSTOMER NO: 4300043

CUSTOMER: David De Paris, Legal Asst
Proskauer Rose LLP
1585 Broadway
New York, NY 10036-8299

Amend

200003321102--8

DOMESTIC AMENDMENT FILING

NAME: MP TOTAL CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar /bkc

EXAMINER'S INITIALS:

7/100
#02250, 00721, 0067

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 12 PM 12:59

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 12 PM 12:06

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 12, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: MP TOTALCARE, INC.
Ref. Number: L84760

We have received your document for MP TOTALCARE, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 600A00038479

RESUBMIT

Please submit original
submission date as file date.

RECEIVED
00 JUL 13 AM 1:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MP TOTALCARE, INC.

FILED
00 JUL 12 PM 12:59
STATE OF FLORIDA
TALLAHASSEE

It is hereby certified that:

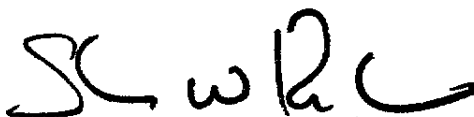
1. The Articles of Incorporation of MP TOTALCARE, INC. (the "Corporation") are hereby amended by replacing Article V in its entirety with the following:

"The Corporation is authorized to issue 10,000,000 shares of common stock at \$0.01 par value per share.

Each presently outstanding share of common stock shall be reclassified and changed into seventy-seven thousand seven hundred (77,700) shares of common stock so that the 100 presently outstanding shares of common stock shall be converted into a total of seven million seven hundred seventy thousand (7,770,000) shares of common stock."

2. The amendment to the Articles of Incorporation herein certified has been duly adopted by the Board of Directors of the Corporation on July 10, 2000 and by the sole shareholder on July 10, 2000.

Signed on July 11, 2000.



Stephen W. Rubin
Secretary