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01 MAR 19 PM 12:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 082290 4300043

AUTHORIZATION :

COST LIMIT :

\$ 43,005
Patricia Poynt

ORDER DATE : March 19, 2001

ORDER TIME : 10:50 AM

ORDER NO. : 082290-005

CUSTOMER NO: 4300043

500003877085--0

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway
New York, NY 10036-8299

DOMESTIC AMENDMENT FILING

NAME: MP TOTALCARE, 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

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 AM 11:30
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

COULLETTE MAR 19 2001

CONTACT PERSON: Cindy Harris -- EXT# 1137

EXAMINER'S INITIALS: _____

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

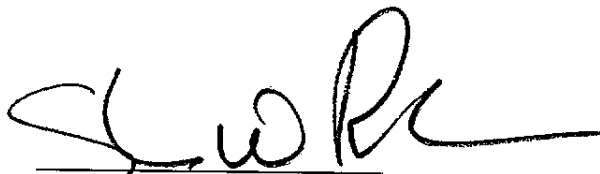
It is hereby certified that:

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 20,000,000 shares of common stock at \$0.01 par value per share.

2. The amendment to the Articles of Incorporation herein certified has been duly adopted by the Board of Directors of the Corporation on December 28, 2000 and by the sole shareholder on December 28, 2000.

Signed on December 29, 2000



Stephen W. Rubin
Secretary