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FILED
01 DEC 19 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 445572 4300043

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 43.75

ORDER DATE : December 19, 2001

ORDER TIME : 10:37 AM

ORDER NO. : 445572-005

CUSTOMER NO: 4300043

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

Amend

300004732583--9

Need Today

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

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER'S INITIALS:

DR
12/19/01

NEED TODAY
IF POSSIBLE

RECEIVED
DEC 19 AM 11:29
DIVISION OF CORPORATION

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

It is hereby certified that:

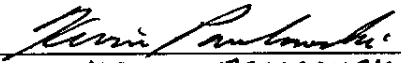
1. The Articles of Incorporation of MP Totalcare, Inc. (the "Corporation") are hereby amended by replacing Article V in its entirety with the following:

The Corporation is authorized to issue 30,000,000 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 17, 2001 and by the shareholders on December 17, 2001.

Signed on December 18, 2001

By:


Name: KEVIN PAWLOWSKI
Title: CEO / PRESIDENT

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