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REFERENCE : 130475 4336650

AUTHORIZATION :

COST LIMIT :

Patricia Pigut

ORDER DATE : February 10, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 130475-005

CUSTOMER NO: 4336650

CUSTOMER: Mario Fontes, Esq
Baker & McKenzie
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

700002772217--5

DOMESTIC AMENDMENT FILING

NAME: COMMUNICARE CORPORATION

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: Tamara Odom

EXAMINER'S INITIALS:

A+R
2/11/99

FILED
99 FEB 10 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 10 PM 4:02
DIVISION OF CORPORATION

SL

FILED

99 FEB 10 PM 4:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNICARE CORPORATION

Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on July 2, 1990
(Amended May 26, 1998 and July 8, 1998)

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1

NAME

The name of the corporation (the "Corporation") is: **CommuniCare Corporation**

ARTICLE 2

PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT

The address of the principal office and the registered office of the Corporation and the mailing address of the Corporation is 2455 East Sunrise Boulevard, Penthouse South, Fort Lauderdale, Florida 33304. The Registered Agent of the Corporation at that address is E.N. Burson.

ARTICLE 3

PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States.

ARTICLE 4

CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is (i) 50,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"), and (ii) 10,000,000 shares of Preferred Stock, \$.001 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of Common Stock are subject to and qualified by the rights of the holders of Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of Preferred Stock of any series.

2. Voting. The holders of Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Dividends. Dividends shall be declared and paid on Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, all of the assets of the Corporation available for distribution to its shareholders shall be distributed ratably among the holders of Preferred Stock, if any, and Common Stock, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed in this Section B of Article 4 and/or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby granted to the Board of Directors from time to time to issue Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issuance of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences, powers and relative participating, optional or other special rights and qualifications, limitations, or restrictions thereof, including without limitation dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolution or resolutions, all to the full extent now or hereafter permitted by the FBCA. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to Preferred Stock of any other series to the extent permitted by law. Except as provided in this Article 4, no vote of the holders of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of Preferred Stock authorized by and complying with the conditions of the Articles of Incorporation, the right to enjoy such vote being expressly waived by all present and future holders of the capital stock of the Corporation. The resolutions providing for issuance of any series of Preferred Stock may provide that such resolutions may be amended by subsequent resolutions adopted in the same manner as the preceding resolutions. Such resolutions shall be effective upon adoption, without the necessity of any filing, with the Secretary of State of the State of Florida or otherwise.

ARTICLE 5

BOARD OF DIRECTORS

The number of directors of the Corporation shall be fixed from time to time by the By-laws of the Corporation or an amendment thereto duly adopted by the Board of Directors or the Shareholders of the Corporation.

ARTICLE 6

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of a fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE 8

BY-LAWS

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE 9

AMENDMENT

These Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

ARTICLE 10

SHAREHOLDERS

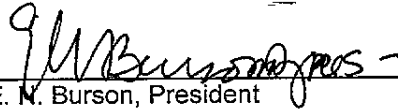
A. No Preemptive Rights. Unless otherwise provided by resolution of the Board of Directors of the Corporation, no shareholder shall have preemptive rights to acquire securities of the Corporation.

B. No Control Share. The provisions of the FBCA relating to any control share acquisition, now or hereafter amended, and any successor provisions with respect thereto, shall not apply to the Corporation.

C. Quorum; Vote Required. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares entitled to vote shall constitute a quorum. The approval of the holders of a majority of the issued and outstanding shares entitled to vote shall be required for any action by or of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on February 9, 1999.

CommuniCare Corporation

By: 
E. M. Burson, President

CERTIFICATE RE:
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNICARE CORPORATION

FILED
99 FEB 10 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMUNICARE CORPORATION, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "FCBA") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the corporation is COMMUNICARE CORPORATION (the "Corporation").
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for, among other things, the increase in the capital stock of the Corporation to include 10,000,000 shares of preferred stock, par value \$.001 per share.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by a resolution of the Corporation's shareholders, pursuant to a written consent, dated February 5, 1999, in accordance with Sections 607.1003 and 607.1006 of the FCBA.
4. The Restated Articles shall be effective on the date of filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Certificate on behalf of in and the name of the Corporation this 5 day of February, 1999.

COMMUNICARE CORPORATION

By: E. N. Burson
E. N. Burson, President