

BEIR FINANCIAL SERVICES, INC.

A PROFESSIONAL ASSOCIATION OF ACCOUNTANTS

N97000005265

ALAN M. BEIR
KENNETH L BEIR

January 29, 1998

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

100002418681--8
-02/02/98--01000--005
*****35.00 *****35.00

Re: CORPORATION - Healing Matrix Therapies, Inc.

Dear Sir:

Enclosed please find one original and one copy of Articles of Amendment for the above corporation.

Also find enclosed our check in the amount of \$ 35.00 to cover the filing fee costs. Please mail the papers to this office. Your assistance is greatly appreciated.

Very truly yours,

Kenneth L Beir

Kenneth L Beir

FILED
98 FEB 24 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL FEB 4 1998

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

HEALING MATRIX THERAPIES, INC.

FILED
98 FEB -2 AM 11:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Articles VII, X, XI, XII, as per attachments

SECOND: The date of adoption of the amendment(s) was:
January 15, 1998

THIRD: Adoption of Amendment (CHECK ONE)

_____ The amendment(s) was(were) adopted
by the members and the number of votes cast
for the amendment was sufficient for
approval.

 X There are no members or members entitled to
vote on the amendment. The amendment(s)
was(were) adopted by the board of directors.

Dated 1-28 , 19 98

HEALING MATRIX THERAPIES, INC.

Corporation Name

By Pat Carroscia

(Chairman, Vice Chairman, President or other officer)

PATRICIA CARROSCIA

Typed or printed name

PRESIDENT

Title

HEALING MATRIX THERAPIES, INC.

ARTICLE VII - SHALL BE AMENDED AS FOLLOWS:

Directors. The manner in which the directors are elected is: An organizational meeting is held in which the original incorporators elect a chairman and the board of directors all in accordance with the by-laws of the corporation.

The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Missy Durante/Chairperson	1258 Monterrey Rd Jacksonville, Fl 32207
Frieda Saraga/Vice Chairperson	3820 Lavisa St Cir #116 Jacksonville, Fl 32217
Dick Niemann/Treasurer	2257 Riverside Avenue Jacksonville, Fl 32204
Michael Feese/Asst. Treasurer	3800 University Blvd #74 Jacksonville, Fl 32216
Connie Doane/Secretary	2602 Seagate Ln St Augustine, Fl 32095
Bertha Dickerson/Asst. Secretary	3109 West 45th St Jacksonville, Fl 32209

ARTICLE X - SHALL BE ADOPTED TO READ:

Organization. Said corporation/organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

ARTICLE XI - SHALL BE ADOPTED TO READ:

Organization - Activities. No part of the net earnings of the corporations/organizations shall insure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign of behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

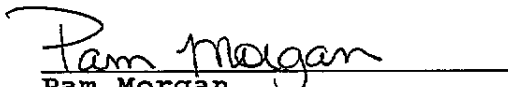
ARTICLE XII - SHALL BE ADOPTED TO READ:

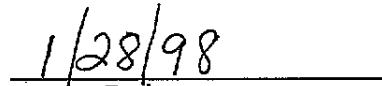
Dissolution. Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

These resolutions are effective as of January 15, 1998.


Patricia Carroscia


Date


Pam Morgan


Date