

Simon, Green & Associates, Inc.
Certified Public Accountants

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N98000006343

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: PREVENTATIVE HEALTH CARE PRODUCTS, INC.
Document Number N98000006343

Gentlemen:

Enclosed is an original and one (1) copy of Amendments to the Articles of Incorporation for subject corporation. Enclosed is a check in the amount of \$43.75 for the filing fee.

Regards,

Nicholas T. Simon

Nicholas T. Simon
Certified Public Accountant

*Amend
12-30-98
DTS*

NTS/g
enclosures

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-12/17/98--01080--002
*****43.75 *****43.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREVENTATIVE HEALTH CARE PRODUCTS, INC.**

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

FIRST: Amendment to: **ARTICLE III PURPOSE(S)**

Add: The purposes for which the Corporation is organized are exclusively religious, educational, charitable, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, including but not limited to:

Amendment adopted: **ARTICLE VII ACTIVITIES**

1. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code or the corresponding provision of any future United States Internal Revenue law.
2. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Amendment adopted: **ARTICLE VIII COMPENSATION**

Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, trustees or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE IX MEMBERS

This Corporation shall have no members.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board of Trustees may authorize any officer or officers, agency or agents of the Corporation, to enter into contracts or execute and deliver instruments in writing in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.
3. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.
4. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or device for the general not-for-profit purposes or for any special not-for-profit purpose of the Corporation.
5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the not-for-profit purposes of the Corporation.

ARTICLE XI BY-LAWS

The Board of Trustees shall provide the By-Laws for the conduct of its business and the business of this Corporation as the Board of Trustees may deem necessary from time to time. Such By-Laws may be amended, altered, or rescinded by a majority of its vote by the Board of Trustees present at any regular meeting or any special meeting which is called for that purpose.

Amendment adopted: ARTICLE XII DISSOLUTION

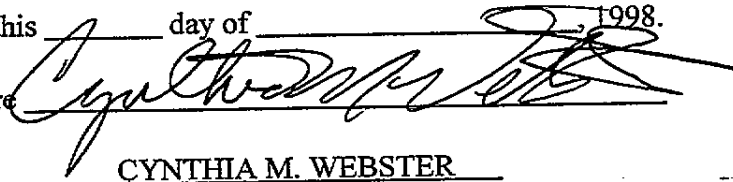
Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The date of the amendments' adoption: DECEMBER 1, 1998

THIRD: There are no members entitled to vote on the amendments. The amendments were adopted by the Trustees.

Signed this _____ day of _____, 1998.

Signature

A handwritten signature in black ink, appearing to read 'Cynthia M. Webster', is written over a horizontal line.

CYNTHIA M. WEBSTER

C.E.O.