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June 29, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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Dear Sirs:

On behalf of Breaking Away the Cycle of Pain, Inc., I am enclosing herewith for filing original and a duplicate copy of Articles of Amendment.

Also enclosed herewith is a check from Breaking Away the Cycle of Pain, Inc. to the Florida Department of State in the total amount of \$35.00 to cover the filing fee.

I would greatly appreciate it if you would please affix your receiving stamp on the duplicate copy of the Articles of Amendment and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours

Robert K. Rush

Robert K. Rush

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

BREAKING AWAY THE CYCLE OF PAIN, INC.

To: Department of State
Tallahassee, Florida 32304

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

1. The name of the corporation is Breaking Away the Cycle of Pain, Inc.

2. The following amendments of the articles of incorporation were adopted by the directors of the corporation on June 27, 2000:

(a) Article III is hereby completely amended and restated as follows:

"Article III PURPOSE

"Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

(b) Article VII shall be added and shall read as follows:

"Article VII SCOPE

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation

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TALLAHASSEE, FLORIDA

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

(c) Article VIII shall be added and shall read as follows:

"Article VIII DISSOLUTION

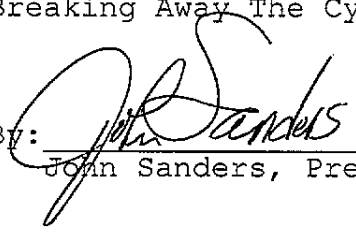
"Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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."

3. The corporation has no members, and therefore, this amendment was adopted by its Board of Directors.

4. The date of adoption of the amendment by the corporation's Board of Directors was June 27, 2000.

Dated June 27, 2000.


Breaking Away The Cycle of Pain

By: 
John Sanders, President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of June, 2000, by JOHN SANDERS, the President of Breaking Away the Cycle of Pain, Inc., who is personally known to me.


Christi L. Peterson
Notary Public, State of Florida
at Large
My commission expires:

(SEAL)



Christi L. Peterson
MY COMMISSION # CC781903 EXPIRES
February 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC