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BASIC AMENDMENT

VERTICAL HEALTH SOLUTIONS, INC.

Certificate of Status	1
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ARTICLES OF CORRECTION
TO
AMENDMENT CREATING CLASS OF PREFERRED STOCK
TO
ARTICLES OF INCORPORATION
OF
VERTICAL HEALTH SOLUTIONS, INC.

Vertical Health Solutions, Inc. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The name of the Corporation is Vertical Health Solutions, Inc.

II. The Corporation filed Amended and Restated Articles of Incorporation on January 29, 2001 (the "Restated Articles").

III. The Corporation filed Articles of Amendment to its Restated Articles on February 21, 2002 (the "Articles of Amendment").

IV. The Amended Articles contain an inaccuracy in Section 5 thereof.

V. The Corporation hereby files these Articles of Correction to the Articles of Amendment to correct Section 5 and to replace such section in its entirety with the following text:

> 5. Conversions. Except as otherwise may be provided by law, the holders of the Series A Preferred Stock may at any time elect to convert any or all of their shares of Series A Preferred Stock into Common Stock of the Corporation by providing the Corporation with written notice of their election to so convert (the "Conversion Notice"). Each share of Series A Preferred Stock shall be converted into such number of shares of Common Stock equal to the quotient of the original purchase price of the Series A Preferred Stock divided by the product of 80% times the five-day average trading price per share of the Common Stock during the five days preceding the date of the Conversion Notice. Holders of shares of Series A Preferred Stock so converted shall deliver to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to such holders) during its usual business hours, the certificate or certificates for the shares so converted. As

promptly as practicable thereafter, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of whole shares of Common Stock to which such holder is entitled. Until such time as a holder of shares of Series A Preferred Stock shall surrender his or its certificates therefor as provided above, such certificates shall be deemed to represent the shares of Common Stock to which such holder shall be entitled upon the surrender thereof. To the extent permitted by law, such conversion shall be deemed to have been effected on the date the shareholder elect to convert, and at such time the rights of the holder of such share or shares of Series A Preferred Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby. The Corporation shall not be required to issue fractional shares or script but shall round the number of shares to be issued to the nearest whole number.

III. The foregoing Articles of Correction were duly adopted by the unanimous consent of board of directors on February 27, 2002. The approval of the shareholders is not required with regard to these Articles of Correction.

IV. Except as otherwise amended hereby, the Amended and Restated Articles, as amended to date, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned President has executed this Articles of Correction on February 27, 2002.

Brian Nugent, President