

Michael J. Kierzynski

CERTIFIED PUBLIC ACCOUNTANT, P.A.

5143 Commercial Way, Spring Hill, Florida 34606 (352) 597-2800 Fax (352) 961-3556

May 25, 2000

4000003283014--9
-06/09/00--01080--007
*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Amendment Section

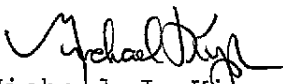
Re: ITM Tropicare North Bay, Inc.
Document P00000023014

Dear Sir or Madam:

Enclosed please find an Amendment to Articles of Incorporation of ITM Tropicare North Bay, Inc., along with a check in the amount of \$35.00 for filing fees. Please process accordingly.

If you have any questions regarding the enclosures, please contact the undersigned.

Very truly yours,


Michael J. Kierzynski

MJK/mc

Enclosures

cc: Mr. M.R. Gagnon
Mr. Timothy W. Hughes
Mr. B. Allen Morris

FILED
00 JUN -9 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P00000023014
Amended
JUL 6 - 9:00
left

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ITM TROPICARE NORTH BAY, INC.

The undersigned Corporation hereby certifies the following:

1. The name of the Corporation is ITM Tropicare North Bay, Inc.

2. The Corporation was formed on March 7, 2000, upon the filing of the Articles of Incorporation in the Office of the Secretary of State, where said Articles were assigned document number P00000023014.

3. In accordance with Florida Statute 607.181(3), all the Shareholders and all of the Directors of Corporation hereby declare it to be their intention Article XIV of the Articles of Incorporation of Tropicare North Bay, Inc., be and hereby is amended as follows:

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

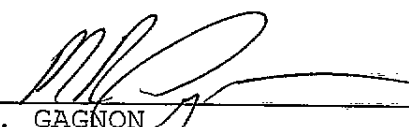
M.R. GAGNON	49 SHARES
TIMOTHY W. HUGHES	36 SHARES
B. ALLEN MORRIS	15 SHARES

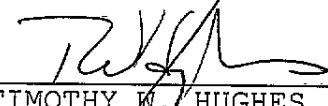
SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

This amendment is adopted May 25, 2000 by the written agreement of all of the Shareholders and all of the Directors of the Corporation as evidenced by the signatures below and shall become effective upon the filing with the Florida Secretary of State.

FILED
00 JUN - 9 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHAREHOLDERS:

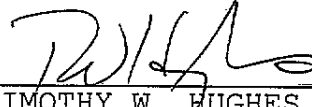

M.R. GAGNON

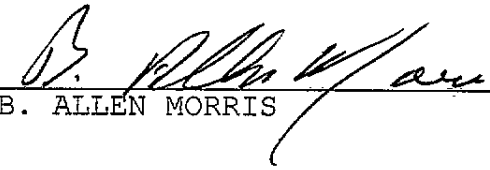

TIMOTHY W. HUGHES


B. ALLEN MORRIS

DIRECTORS:


M.R. GAGNON


TIMOTHY W. HUGHES

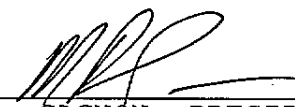

B. ALLEN MORRIS

00 JUN -9 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 25TH day of MAY, 2000.

ITM TROPICARE NORTH BAY, INC.


M.R. GAGNON, PRESIDENT


TIMOTHY W. HUGHES, SECRETARY

STATE OF FLORIDA
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED M. R. Eragon TO ME
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 25th DAY OF
May, 2000.

NOTARY PUBLIC - STATE OF FLORIDA



MARYBETH CONWAY
MY COMMISSION # CC 576469
EXPIRES: October 24, 2000
Bonded Thru Notary Public Underwriters

PRINT, TYPE, OR STAMP NAME OF
NOTARY PUBLIC

PERSONALLY KNOWN ☒ OR
TYPE OF IDENTIFICATION PRODUCED _____

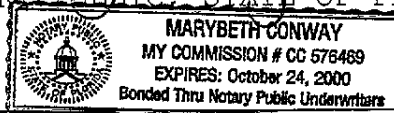
FILED
00 JUN -9 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED Timothy W. Hughes TO ME
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 25th DAY OF
May, 2000.

Marybeth Conway
NOTARY PUBLIC, STATE OF FLORIDA



PRINT, TYPE, OR STAMP NAME
NOTARY PUBLIC

FILED
00 JUN -9 PM 2:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

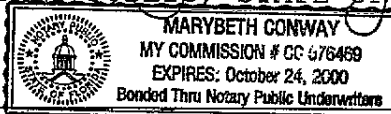
PERSONALLY KNOWN ✓ OR
TYPE OF IDENTIFICATION PRODUCED _____

STATE OF FLORIDA
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED B. Allen Morris TO ME
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 25th DAY OF
May, 2000.

Marybeth Conway
NOTARY PUBLIC, STATE OF FLORIDA



PRINT, TYPE, OR STAMP NAME OF
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR
TYPE OF IDENTIFICATION PRODUCED _____