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COMPUCARE
"CARE FOR THE HOME COMPUTER"

COMPUCARE
P.O. Box 134
Boynton Beach, Florida 33435

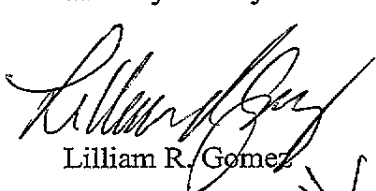
November 09, 2001

To: Division of Corporations

From: Lilliam R. Gomez

I am submitting all the required forms plus a check in the amount of \$78.75 to cover the filing fee for the articles of amendment. Articles of amendment, \$35.00, a certified copy of the amendment, \$35.00(4pages at \$8.75 each) and a certificate of status for \$8.75. You may mail all copies to Lilliam R. Gomez at P.O. Box 134 Boynton Beach, Florida 33425.

Thank you for your assistance,


Lilliam R. Gomez

*gave
author to
make corrections
remove word 'initial'*

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-11/16/01--01099--005
*****78.75 *****43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

*Ac Amend
11/28*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

COMPUCARE "CARE FOR THE HOME COMPUTER" CO.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article IV Registered Agent and Street Address:

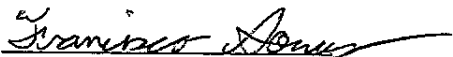
NEW REGISTERED AGENT: Francisco L. Gomez

2829 S.W. 4th Street

Boynton Beach, Fl. 33435

I, Francisco L. Gomez accept the position of Registered Agent

See page attached.


Francisco L. Gomez

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in; the amendment itself, are as follows:


Lillian Gomez transfers/sells all her shares (1000) to Francisco L. Gomez for \$10.00

THIRD: The date of both adoptions is September 30, 2001.

FOURTH: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes
Cast for the amendments were sufficient for approval.

Signed this 30th day of September, 2001

Signature: 

Lillian Gomez, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPOINTMENT OF NEW OFFICER

I, Francisco L. Gomez accept the position of both, President and Secretary of
COMPUCARE "CARE FOR THE HOME COMPUTER" CO. as of the 30th day of
September, 2001.


Francisco L. Gomez

**AGREEMENT TO SELL/TRANSFER SHARES
OF
COMPUCARE "CARE FOR THE HOME COMPUTER" CO.**

For and in consideration of ten and 00/xx Dollars (\$ 10.00), I Lillian Gomez sell all my shares, one thousand (1,000) of Compucare "Care for the Home Computer" Co. to Francisco L. Gomez.

Signed this 30th day of September, 2001 in the City of West Palm Beach, Palm Beach County, State of Florida by Lillian Gomez.



Lillian Gomez