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November 29, 2000

Our File No.: 150026-1

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: The Rainmaker Group, Inc.; Articles of Amendment

Dear Sir/Madam:

Enclosed are the original and one (1) copy of Articles of Amendment to the Articles of Incorporation of the above-referenced corporation.

Please file the Articles of Amendment, indicate the filing on the enclosed copy, and return the copy to the undersigned.

Also enclosed is our firm's check in the amount of \$35.00 to cover the filing fee.

Yours very truly,


R. Lee Bennett

RLB:nbc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE

TAMPA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE RAINMAKER GROUP, INC.**

THE RAINMAKER GROUP, INC., a Florida corporation (the "Corporation"), hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. The Board of Directors of the Corporation recommended, and the Shareholders of the Corporation adopted, in accordance with Section 607.1003 of the Florida Statutes, on November 15, 2000, an amendment to Article IV A. of the Articles of Incorporation of the Corporation, deleting said Article IV A. in its entirety and substituting therefor the following:

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is ten million shares of common stock having no par value.

2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval, and the Corporation's shareholders are not divided into different voting groups.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 15th day of November, 2000.

THE RAINMAKER GROUP, INC.

By: James C. Sanderson
James C. Sanderson, M.D.
President

FILED
00 DEC -1 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA