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**MEDCARE CENTERS OF AMERICA, INC.**

**2255 Glades Road, Suite 112E**

**Boca Raton, FL 33431**

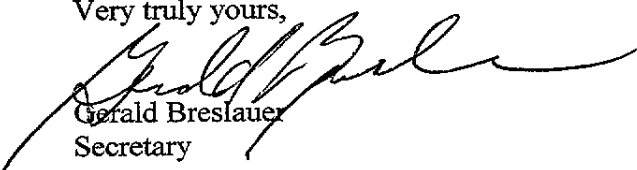
**Phone 561-989-9960 Fax 561-989-8544**

October 9, 2002  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed please find original Articles of Amendment to the Certificate of Incorporation of Medcare Centers of America, Inc. together with a check in the amount of \$35 to cover the filing fee.

Very truly yours,

  
Gerald Breslauer  
Secretary

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P00000040105  
At 28 Aug 20-11-02

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

**MEDCARE CENTERS OF AMERICA, INC.**

**DOCUMENT # P 00000040105**

*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:** Amendments adopted: Article 7.1 is deleted in its entirety.

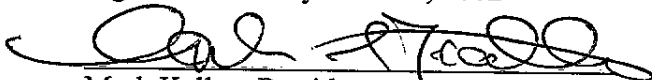
A new Article 7.1 is added as follows:

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 30 million (30,000,000) shares of common stock, each share having the par value of \$0.001.

**SECOND:** The date of the amendment's adoption: September 3, 2002

**THIRD:** The amendment was approved by the shareholders. The number of votes for the amendment was sufficient for approval.

Signed this 9<sup>th</sup> day October, 2002

  
Mark Kallan, President

02 OCT 11 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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