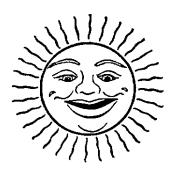
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FAX COVER SHEET



TO:

Division of Corporations

FROM: Wendy Reinert

PHONE #:

PHONE #: (727) 548-7995

FAX #:

FAX #: (727) 548-7985

DATE:

4/13/01

of PAGES:

-04/23/01--01022--006 *****43-75 *****43-75

RE:

Articles of Amendment

Attached please find our Articles of Amendment as well as a check for the processing fee. Please forward our certified copy to:

Wendy Reinert 5100 78th Ave N, Suite 3 Pinellas Park, FL 33781 (727) 548-7995

If you have any questions or require further information, please do not hesitate to give me a call.

Thank you in advance.

Arrera H-30-01

AMENDMENT OF AMENDMENT TO ARTICLES OF INCORPORATION OF

M & J PHARMACY, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the Florida Profit corporation adopts the following articles of amendment to its articles of incorporation.

Article V is hereby deleted and replaced with:

ARTICLE V REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of the corporation are as follows:

Wendy Reinert 5100 78th Avenue N., Suite 3 Pinellas Park, FL 33781

Article VI is hereby deleted and replaced with:

ARTICLE VI CORPORATE ADDRESS

The street address of the principal office of the corporation is as follows:

5100 78th Avenue North, Suite 3 Pinellas Park, FL 33781

Article VII to be deleted and replaced with:

ARTICLE VII **BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and addresses of the

directors of the corporation are:

Name

Scott Conard

Address

15548 Redington Drive

Redington Beach, FL 33708

Jerry Settle

1114 Cortlandt Street Houston, TX 77008

THIRD:	The date of each amendment's adoption: Worth 37,300 .
FOURTE	4: Adoption of Amendment(s) (CHECK ONE)
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this and day of march, and.
Signatu	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Werdy Rement Typed or printed name
	Secretary/Registered Agent

ADDITIONAL INFORMATION

Article XVI - amended to read:

"Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended Articles of Incorporation the day of March, 2001."

Wendy Reinert, Incorporator

STATE OF FLORIDA COUNTY OF PINELLAS

NOTARY PUBLIC

Print Name: VICTORIA
State of Florida

Commission No.:

My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Wendy Reinert Registered Agent

erdes Reinert

STATE OF FLORIDA COUNTY OF PINELLAS

Before me personally appeared on this 27 day of March, 2901, Wendy Reinert, who is personally known to me or has produced as identification, and who acknowledged to and before me that she executed the foregoing instrument.

NOTARY PUBLIC Victoria L. Coran

PRINT NAME:

State of Florida

(SEAL)

Commission No.:

My Commission Expires:

