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BASIC AMENDMENT

HEALTHWORKS MANAGEMENT SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEALTHWORKS MANAGEMENT SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), HEALTHWORKS MANAGEMENT SYSTEMS, INC., a Florida corporation ("Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Corporation's Articles of Incorporation are amended by adding the following new Article VII immediately after the existing Article VI in the Articles of Incorporation:

ARTICLE VII - SHAREHOLDER QUORUM
REQUIREMENTS

67 percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders of the Corporation.

2. Each of the remaining Articles in the Articles of Incorporation of the Corporation starting with the existing Article VII shall be renumbered to reflect the addition of the new Article VII above.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment was unanimously approved and adopted by all the shareholders and the directors of the Corporation on March 28, 2001.

5. The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Corporation has executed these Articles of Amendment on the 28th day of March 2001.

HEALTHWORKS MANAGEMENT
SYSTEMS, INC., a Florida corporation

By: 
Dennis Deblois, as President

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