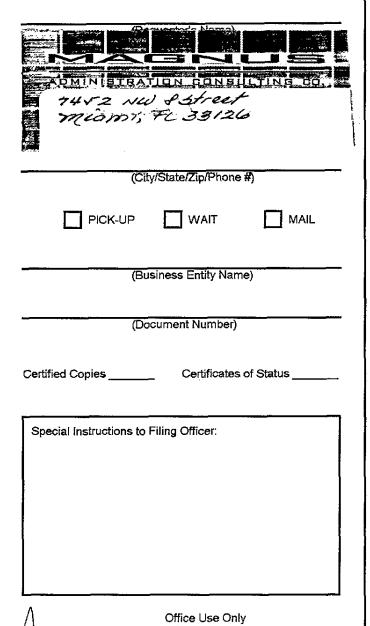
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



VIRGO PHARMACY DISCOUNT, CORP.

(present name)

P01000075202

(Document Number of Corporation (If known)

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: (indicate article number(s) being amended, added or deleted)

AMENDMENT #1- ARTICLE VI - DIRECTOR(S): The names and street address of the new Board of Directors to these Articles of Incorporation are:

- 1- Pura Bosch President/ Treasurer. 2072 NE 8th Street
 - Homestead, Fl. 33032
- 2- Marisol Varona Vice-President/ Secretary. 2072 NE 8th Street

Homestead, Fl. 33032

AMENDMENT #2- ARTICLE III - SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares with One Dollar (\$1.00) par value. The ownership distribution of the Five Hundred (500) shares of stock with One Dollar (\$1.00) par value that this corporation is authorized to have outstanding at any time is at follow:

- 1- Pura Bosch owns 250 shares of stocks with One Dollar (\$1.00) par value, equal fifty (50%) per-cent of the total shares of this corporation.
- 2- Marisol Varona owns 250 shares of stocks with One Dollar (\$1.00) par value, equal fifty (50%) per-cent of the total shares of this corporation.

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:

THIRD: 7	The date of each amendment's adoption: May 8, 2003
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
2	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Q	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
	(voting group)
	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 8th day of May 2003
Signature_	(By the Chairman of 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)
	(by a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	PURA BOSCH
	(Typed or printed name)
	PRESIDENT/TREASURER
	(Title)