

P01000116337

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BASIC AMENDMENT

CAREPLUS HOLDINGS, INC.

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Amendment

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 7, 2002

CAREPLUS HOLDINGS, INC.
2801 PONCE DE LEON BLVD.
SUITE 1060
CORAL GABLES, FL 33134

SUBJECT: CAREPLUS HOLDINGS, INC.
REF: P01000116337

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CarePlus Holdings, Inc.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the Articles of Incorporation of CarePlus Holdings, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. Article III shall be deleted in its entirety and amended to read as follows:

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is Ten Million (10,000,000) shares at \$.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

2. The foregoing amendment was duly approved and adopted by the Board of Directors and the shareholders of the Corporation by joint unanimous written consent/ The number of votes cast for the amendment was sufficient for approval. dated as of March 5, 2002

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of CarePlus Holdings, Inc., this 4th day of March, 2002.

CarePlus Holdings, Inc.

By: 

Miguel B. Fernandez, President and
Chief Executive Officer

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