

MAY-21-2003 13:47

FROM: ADORNO & YOSS, P.A.

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T-2 P. 001/003

P02000020155

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

ENERLOOK HEALTH CARE SOLUTIONS, INC.

RECEIVED

03 MAY 21 PM 2:53

DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF ENERLOOK HEALTHCARE SOLUTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the Director and Executive Officer of ENERLOOK HEALTHCARE SOLUTIONS, INC. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend its Articles of Incorporation, does hereby certify:

FIRST: The original Articles of Incorporation were filed with the Secretary of State of Florida on February 21, 2002, Document No. P02000020155.

SECOND: This Amendment to the Articles of Incorporation was authorized and adopted by the Board of Directors by a unanimous written consent resolution dated March 25, 2003, and approved by the shareholders owning a majority of the issued and outstanding shares of stock of the Company by a written consent resolution of the shareholders dated March 25, 2003. The number of votes cast by the shareholders was sufficient for approval.

THIRD: Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 500,000,000 shares of common stock, par value \$.01 per share and 50,000,000 shares of Preferred Stock, par value \$.01 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

FOURTH: On the date of filing of these Articles of Amendment with the Secretary of State of the State of Florida, every one (1) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$.01 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one hundred (100) shares (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting

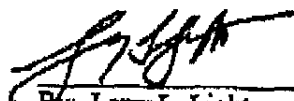
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from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock.

FOURTH: The herein amended Articles of Incorporation of the Corporation reflecting a forward stock split is to be proportionate in nature, and will not affect the rights or preferences of the holders of any outstanding shares, or the percentage of authorized shares remaining unissued, as provided in Section 607.10025 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25th day of March, 2003. .


By: Larry L. Light
Its: Chief Operating Officer

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