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BASIC AMENDMENT

HEALTHCARE RESOURCE GROUP, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 15, 2003

HEALTHCARE RESOURCE GROUP, INC.
7864 SW 106TH AVENUE
MIAMI, FL 33173US

SUBJECT: HEALTHCARE RESOURCE GROUP, INC.
REF: P02800049051

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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Teresa Brown
Document Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
HEALTHCARE RESOURCE GROUP, INC.**

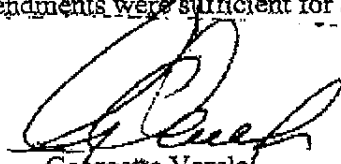
FIRST: Article V- The names of the board of directors is amended to read as follows:

President/ Director	Georgette Varela 7864 SW 106 Ave Miami, FL 33173
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CMO/ Director	Marc S. Kaufman 7864 SW 106 Ave Miami, FL 33173
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The amendment was adopted on October 15th, 2003

The amendment was approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.


Georgette Varela
President / Director

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