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BASIC AMENDMENT

HEALTH SOLUTIONS OF SOUTHWEST FLORIDA, INC.

Certificate of Status	0
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Amendment
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ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of **Health Solutions of Southwest Florida, Inc.**, a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 24th day of February, 2003, and assigned document number P03000022117, be and they hereby are amended in the following particulars:

A new ARTICLE III is hereby added as follows:

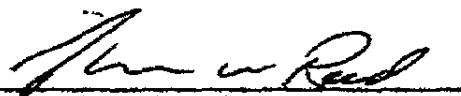
ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is two million (2,000,000) shares of common stock, each having the par value of \$0.001.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

2. The foregoing amendment was adopted on the 9th day of April, 2004.
3. The Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 12 day of April, 2004.


Thomas W. Reed, President