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BASIC AMENDMENT

PACER HEALTH CORPORATION

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PACER HEALTH CORPORATION

- The name of the Corporation is Pacer Health Corporation, a Florida corporation (the "Corporation").
- The Articles of Incorporation of the Corporation were filed on May 5, 2003 with the Florida Department of State, assigned Document No. P03000049615 and shall be amended to read as follows:

Article II is hereby amended to read in its entirety as follows:

Article II

The principal place of business address and the mailing address of the Corporation is 5201 Blue Lagoon Drive, Suite 900, Miami, FL 33126.

Article VII is hereby amended to read in its entirety as follows:

Article VII

The Directors of the Corporation are as follows:

Rainier Gonzalez 3822 SW 167 Terrace Miramar, FL 33027

Alfredo Jurado 6101 Blue Lagoon Drive Suite 420 Miami, FL 33126

Enc Pantalcon 4505 SW 152 Avenue Miramar, FL 33027

The foregoing amendments were adopted by the written consent of the Sole Shareholder of the Corporation on October 6, 2003. The number of votes cast for the amendment was sufficient for approval by the Sole Shareholder.

Date: October __ 2003

PACER-HEALTH CORPORATION

Rainier Gonzalez, President