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BASIC AMENDMENT

QUALITY PROFESSIONAL HEALTH CARE, INC.

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AMENDMENTS TO THE ARTICLES OF INCORPORATION

OF

QUALITY PROFESSIONAL HEALTH CARE, INC.

I, the undersigned, being the President / Secretary / Director of **QUALITY PROFESSIONAL HEALTH CARE, INC.**, a Florida corporation, do hereby amend its Articles of Incorporation as follows:

ARTICLE V

The address of the corporation will change from:

P.O. Box 651711
Miami, FL 33265

To

10300 Sunset Drive
Bldg. 200, Ste. 275B
Miami, FL 33173

ARTICLE VI

OFFICERS & DIRECTORS OF THE CORPORATION

The Officers and Directors of the Corporation will be changed from:

Nora Llaurodo
6140 SW 129th Place #2008
Miami, FL 33183

President/ Secretary / Director

David Llaurodo
6140 SW 129th Place #2008
Miami, FL 33183

Treasurer

To

Nora Llaurodo
6140 SW 129th Place #2008
Miami, FL 33183

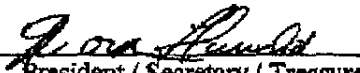
President/ Secretary / Treasurer / Director

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The date of adoption is January 30, 2004.

The number of votes cast for the amendment by shareholders' were sufficient for approval. In all other respects, the Articles of Incorporation shall remain unchanged.

The undersigned, being the President / Secretary / Treasurer / Director of Quality Professional Care, Inc., a Florida corporation, acting pursuant to Section 607 of the Florida Statute, does hereby manifest his intention that the foregoing Articles of Amendment to Articles of Incorporation be Adopted according to its terms.


President / Secretary / Treasurer
And Director