

P04000103318

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*Amend
T. Lee's*

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05 MAR -8 11 9 59

03/08/05--01036--009 **43.75

JOSEPH I. EMAS
ATTORNEY AT LAW
1224 Washington Avenue
Miami Beach, Florida 33139
(305) 531-1174

March 6, 2005

Via Federal Express

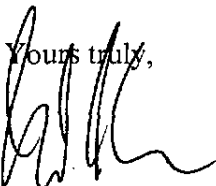
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Radius Wellcare Corporation (the "Company")

Dear Sir/Madam:

Enclosed please find the Articles of Amendment for Radius Wellcare Corporation. Also enclosed is a check in the amount of \$43.75 to cover the filing fee and a certified copy. Could you please forward a certified copy by email to jiemas@bellsouth.net as soon as possible?

If you have any questions regarding the above, please contact me at 305-531-1174.

Yours truly,

Joseph I. Emas

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RADIUS WELLCARE CORPORATION

FILED
05 MAR -8 PM 9:59
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

The undersigned, as the sole member of the Board of Directors of Radius Wellcare Corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify that

1. The name of the Corporation is Radius Wellcare Corporation, document number P04000103318.
2. The following provisions of the Articles of Incorporation of the Corporation are amended: Article III; The following provisions of the Articles of Incorporation of the Corporation are added: Article VIII and Article IX, all of Article III, Article VIII and Article IX as amended or added as of February 28, 2005, as follows:

ARTICLE III

The total number of shares of stock which the Corporation shall have authority to issue is One Hundred Million (100,000,000) shares of capital stock.

Ninety Million (90,000,000) shares shall be designated as Common Stock having a par value of one tenth of one cent (\$.001) per share.

Ten Million (10,000,000) shall be designated as Preferred Stock, having a par value of one tenth of one cent (\$.001) per share, the preferences, privileges, and restrictions of which will be determined by the Board of Directors

A statement of the preferences, privileges, and restrictions granted to or imposed upon the Common Stock or the holders thereof is as follows:

Voting.

The Common Share shall have one (1) vote per share.

Denial of Cumulative Voting.

Cumulative voting by any stockholder is hereby expressly denied.

Preemptive Rights.

No Common Stock stockholder of this Corporation shall have, by reason of its holding shares of Common Stock of this Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of such class of this Corporation now or hereafter to be authorized, or any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder.

Severability of Provisions.

If any power, preference, right or limitation of the Capital Stock set forth in the Article V is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other powers, preferences, rights and limitations set forth in this Article V that can be given effect without the invalid, unlawful or unenforceable power,

preference, right, or limitation herein set forth shall, nevertheless, remain in full force and effect, and no power, preference, right or limitation herein set forth shall be deemed dependent upon any other such power, preference, right or limitation unless so expressed herein.

ARTICLE IX

Affiliated Transactions and Control Share Acquisitions

The Corporation hereby elects not to be governed by Section Nine of the Florida Business Corporation Act on Affiliated Transactions and Control Share Acquisitions

ARTICLE X

Indemnification

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he or she is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he or she is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

3. In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this amendment shall be effective upon its filing with the Florida Department of State.

4. The foregoing amendment was adopted the Corporation's Board of Directors pursuant to the Florida Statutes. The forgoing amendment was approved by the majority of the shareholders of the Corporation pursuant to the Florida Statutes. The numbers of votes cast for the foregoing amendment was sufficient for approval.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, Radius Wellcare Corporation has caused this Articles of Amendment to the Articles of Incorporation to be executed by the undersigned duly authorized officers of the Corporation.

Radius Wellcare Corporation, a Florida corporation

By: 

Neil Treitman

Chairman of the Board of Directors