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GUNSTER YOAKLEY

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BASIC AMENDMENT

CLOSER HEALTHCARE, INC.

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Amendment

12/14/05

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLOSER HEALTHCARE, INC.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: Section B. of Article III is being amended in its entirety so that it will now read:

"B. Common Stock. The total number of shares of Common Stock which the corporation is authorized to issue is Fifty Million (50,000,000) shares, each with a par value of \$0.001 per share."

SECOND: The date of the amendment's adoption is December 14, 2005.

THIRD: The shareholders approved the amendment. The number of votes cast for the amendment was sufficient for approval.

Signed this 14 day of December, 2005.

CLOSER HEALTHCARE, INC.

By: 

Bruce M. Rothenberg, President

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