



Sun Healthcare Group

P29543

Sun Healthcare Group, Inc. 101 Sun Avenue NE
Albuquerque, NM 87109
505.821.3355
Fax 505.828.0944
www.sunh.com

October 8, 1998

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002664280--1
-10/15/98--01028--001
*****35.00 *****35.00

Re: SunChoice.com, Inc. (formerly Americare Group Purchasing Corp.)

Dear Sir or Madam:

Enclosed for filing please find (i) an original and one copy of an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, (ii) a certified copy of a Certificate of Amendment of Certificate of Incorporation of Americare Group Purchasing Corp. in the State of Delaware, (iii) a check in the amount of \$35.00, and (iv) a stamped, self-addressed envelope for return of the file-stamped copy. Please direct any correspondence regarding this filing to my attention.

Very truly yours,

Diane McGee
Corporate Paralegal

Enclosures

P29543
10-15-98
NC CM
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FILED
98 OCT 15 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION

SECTION I

1. Americare Group Purchasing Corp.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of
3. 5/29/90
Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/31/98
5. SunChoice.com, Inc.
- Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Mukul Bera
Signature

10/8/98
Date

Michael T. Berg
Typed or printed name

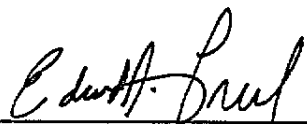
Assistant Secretary
Title

FILED
98 OCT 15 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICARE GROUP PURCHASING CORP.", CHANGING ITS NAME FROM "AMERICARE GROUP PURCHASING CORP." TO "SUNCHOICE.COM, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2231159 8100

981390424

AUTHENTICATION: 9346419

DATE: 10-08-98

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
AMERICARE GROUP PURCHASING CORP.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Americare Group Purchasing Corp.

2. The restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST. The name of the corporation is SunChoice.com, Inc."

3. The amendment of the restated Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

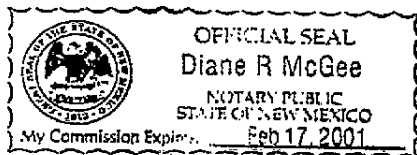
Dated: August 24, 1998

By: Michael T. Berg
Name: Michael T. Berg
Title: Assistant Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/31/1998
981342156 - 2231159

STATE OF NEW MEXICO §
COUNTY OF BERNALILLO §

On August 24, 1998, personally appeared before me, a Notary Public, Michael T. Berg, Assistant Secretary, who acknowledged that he executed the above instrument.



Diane R. McGee

Diane R. McGee
Notary Public of and for the
State of New Mexico

My Commission expires: 2/17/2001