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ATTORNEY AT LAW

SUITE 160

BRANDYWINE CENTRE I

580 VILLAGE BOULEVARD

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Articles of Amendment to Articles of Incorporation
MEDIFORCE, INC.

900002665789--1
-10/16/98--01088--008
*****87.50 *****43.75

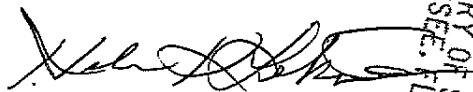
Gentlemen:

Enclosed are an original and one copy of Articles of Amendment to Articles of Incorporation for the above professional association. Also enclosed is our check in the amount of \$87.50 as follows:

Amendment Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
Total	\$ 87.50

Please send us a certified copy of the Articles of Amendment when filed. Thank you for your cooperation and assistance.

Sincerely,



Helen K. Fekete
Legal Assistant

Enclosure

FILED
98 OCT 16 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes: 900002665789, 10/16/98, 01088, 008, 87.50, 43.75, 1/19, 10/16/98, 01088, 008, 87.50, 43.75

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDIFORCE, INC.**

Pursuant to the provisions of Chapter 607, *Florida Statutes*, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is MEDIFORCE, INC..
2. The following amendments of the Articles of Incorporation were adopted by the corporation:

Article I - Name

The name of this corporation is MEDIFORCE, INC.

The principal office of the corporation is located at: 580 Village Boulevard, Suite 160, West Palm Beach, FL 33409..

Article IV - Preferred and Common Stock

The corporation is authorized to issue up to sixty million (60,000,000) shares of preferred stock with no par value of. Additionally, the corporation is authorized to issue up to one hundred million (100,000,000) shares of common stock with no par value.

Article V - Registered Office and Agent

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is Jeanne O. Conway, Esq., Jeanne Odom Conway, P.A., 580 Village Boulevard, Suite 160, West Palm Beach, FL 33409.

Article VIII - Officers and Directors

The following persons hold the offices indicated and reside at the addresses listed:

JEANNE ODOM CONWAY, P.A.
Brandywine Centre I, Suite 160, 580 Village Boulevard, West Palm Beach, Florida 33409
Telephone (561) 640-6000 • Telefax (561) 640-9422

FILED
98 OCT 16 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name**Office**

Bradley T. Ray
7105 Catalina Isle Drive
Lake Worth, FL 33437

Chairman of the Board and Director

Charles C. Chillingworth
580 Village Boulevard
Suite 160
West Palm Beach, FL 33409

President and Director

Norman J. Birmingham
10250 NW 52nd Street
Coral Springs, FL 33076

Treasurer, Chief Financial Officer,
Executive Vice President in charge of
Finance and Director

Helen K. Fekete
580 Village Boulevard
Suite 160
West Palm Beach, FL 33409

Secretary

Directors shall hold office for a period of one (1) year and shall be elected at each shareholder's meeting. There shall be three (3) directors initially.

3. The effective date of these Articles of Amendment shall be as of September 10, 1998.
4. The foregoing Amendments were adopted by a majority of the shareholders of the corporation on September 10, 1998. The number of votes cast by the shareholders for the amendment was sufficient for approval.

Dated: October 15, 1998.


ATTEST:

MEDIFORCE, INC.


Helen K. Fekete, Secretary

By: 
Charles C. Chillingworth
President & Director


Bradley T. Ray, Director


Norman J. Birmingham, Director

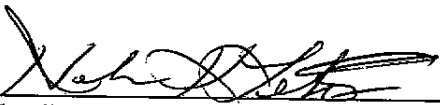
**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, the undersigned authority, this day personally appeared Charles C. Chillingworth, Bradley T. Ray and Norman J. Birmingham, personally known to me and known to me to be the individuals described in and who executed the foregoing Articles of Amendment to Articles of Incorporation as President and Directors of MEDIFORCE, INC., and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of October, 1998.



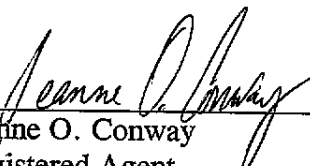
Helen K. Fekete
MY COMMISSION # CC718807 EXPIRES
February 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Helen K. Fekete
Notary Public

(SEAL)

Acceptance

I, Jeanne O. Conway, whose address is Jeanne Odom Conway, P.A., 580 Village Boulevard, Suite 160, West Palm Beach, FL 33409, do hereby accept the appointment of Registered Agent for MEDIFORCE, INC.


Jeanne O. Conway
Registered Agent