

P 930000 86376

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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May 15, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-05/19/97--01052--011
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Re: Articles of Amendment to Articles of Incorporation of Med Health Publications,
Inc.
Our File: 334.1000

Dear Sir/Madam:

I enclose herewith an original and a duplicate of the Articles of Amendment to Articles of Incorporation regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. I am also enclosing a check in the amount of \$87.50 representing the filing and certified copy fee.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,

Ilene Ratner

Ilene Ratner,
Legal Assistant

enc.

cc: Ronald N. Rosenwasser

97 MAY 19 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM 5/19/97
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
MED HEALTH PUBLICATIONS, INC.**

97 MAY 19 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

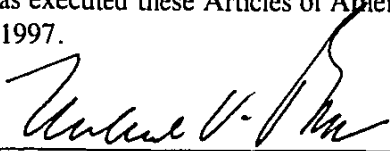
- I. The name of the corporation is Med Health Publications, Inc. which was incorporated on December 7, 1993, under document number P93000086376.
- II. Article 5 of the Articles of Incorporation is hereby deleted in its entirety and replace with the following:

"Article 5
Corporate Capital

The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Million (10,000,000) shares of common stock, each share having the par value of One Cent (\$0.01)."

- III. The foregoing amendment was adopted by the majority consent of the directors of the Corporation on April 15, 1997.
- IV. Shareholder action was not required for the adoption of this amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 15th day of April, 1997.


Michael V. Boscia, President

**CONSENT IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
MED HEALTH PUBLICATIONS, INC.**

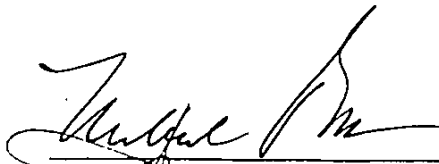
THE UNDERSIGNED, being all of the members of the Board of Directors of Med Health Publications, Inc., a Florida corporation (the "Corporation"), hereby consent and subscribe to the following acts and resolutions in lieu of holding a formal special meeting regarding the same, pursuant to the provisions of Section 607.0821 of the Florida Statutes:

RESOLVED, that the Corporation adopt and ratify the Articles of Amendment to the Articles of Incorporation (attached hereto) authorizing the change of par value of the shares of common stock of Med Health Publications, Inc. from \$1.00 to \$0.01.

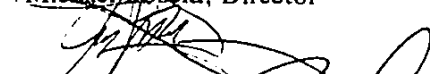
FURTHER RESOLVED, that any officer of the Corporation be, and each of them is hereby authorized to take all such further actions, and execute all such agreements, instruments, certificates and documents to carry out and satisfy the purposes of the foregoing resolutions as such officer deems necessary or appropriate, the taking of such actions or the execution of such agreements, instruments, certificates and documents to be conclusive evidence of the necessity or appropriateness thereof.

This Consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

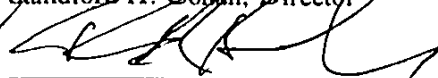
Dated: April 15, 1997



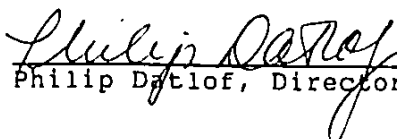
Michael Boscia, Director



Stanford H. Cohen, Director



Thomas R. Benham, Director



Philip Dattlof, Director