

# BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.

Attorneys at Law

James H. Burgess, Jr.\*  
Donald J. Harrell\*\*  
R. Lynette Mancuso  
Paul E. Olson\*\*  
John A. Colton

\*Board certified civil trial lawyer  
\*\*Also admitted in Pennsylvania  
\*\*Board certified real estate lawyer  
\*Certified circuit and family court mediator

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## FEDERAL EXPRESS

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

700002986907-3  
-09/14/99-01057-001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Filing of Articles of Amendment  
PHYSICIAN'S FOLIO-PHARMA, INC.

Dear Sir or Madame:

Enclosed please find the original and a copy of the Articles of Amendment for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee \$35.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

FILED  
99 SEP 14 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Yours truly,

Donald J. Harrell/mym  
Donald J. Harrell  
For the Firm

DJH:mym

Encs.

cc: Col. Lupi (w/o encs.)

Amend

V. SHEPARD SEP 21 1999

1776 Ringling Boulevard - Sarasota, Florida 34236  
Telephone (941) 366-3700 - Facsimile (941) 366-0189  
E-Mail Address - bhmoc@gte.net

PHYSICIANS' FOLIO-PHARMA, INC.  
ARTICLES OF AMENDMENT

FILED  
99 SEP 14 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment to its articles of incorporation:

1. Name. The name of the corporation is PHYSICIANS' FOLIO-PHARMA, INC..

2. Amendment Text. The amendment to the articles of incorporation of the corporation provides as follows:

RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted amending and restating "ARTICLE IV, Section 4.1" in its entirety to read as follows:

Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to twenty million (20,000,000) shares at one one-thousandth of one dollar (\$0.001) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

3. Date Adopted. The above amendment was adopted on the date hereof.

4. Method of Adoption. The above amendment was duly adopted by the board of directors and the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to such action has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

5. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument this 10<sup>th</sup> day of September, 1999.

PHYSICIAN'S FOLIO-PHARMA, INC.

By

L. Anthony Lupi

As \_\_\_\_\_ President