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FLORIDA DIVISION OF CORPORATIONS
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NAME: THERASSIST SOFTWARE, INC.
     AUDIT NUMBER......H97000015109
     DOC TYPE..........BASIC AMENDMENT
     CERT. OF STATUS..0   PAGES....... 2
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Amendment
09-12-97
DC

H97000015109

(stamp: FILED 97 SEP 12 PH 1:06 SECRETARY OF STATE TALLAHASSEE, FLORIDA)

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF THERASSIST SOFTWARE, INC.

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

1. The name of the corporation is TherAssist Software, Inc. (hereinafter referred to as the "Corporation").

2. Article V of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

Article V

Capital Stock

A. **Authorized Shares.** This corporation is authorized to issue 20,000,000 shares of common stock, $.01 par value per share.

B. **Share Division.** On the date of the filing of these Articles of Amendment to the Articles of Incorporation with the Department of State of The State of Florida, the 10,316 issued and outstanding shares of the Corporation's previously authorized common stock, par value $.01 per share ("Old Common Stock"), shall thereby and thereupon be divided, classified and converted into 1,634,260.72 validly issued, fully paid and nonassessable shares of common stock of the Corporation ("Common Stock") reflecting a conversion ratio of 158.42 shares of Common Stock for 1 share of Old Common Stock. Each certificate that heretofore represented outstanding shares of Old Common Stock shall now represent the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate were divided, reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented outstanding shares of Old Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing or representing the number of shares of Common Stock to which such person is entitled.

3. The foregoing amendment was adopted by all of the directors of the Corporation by written consent dated the 29 day of _Aug_, 1997, in accordance with the provisions of Section

This document was prepared by:
JAMES J. HOCTOR, ESQ.
Florida Bar Number: 885494
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607.0821 of the Florida Statutes, and by all of the shareholders of the Corporation by written consent dated the _29th_ day of July, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

4. There was not more than one voting group entitled to vote separately on the amendment set forth herein.

5. The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida.

Dated this _M_ day of _July_, 1997.

THERASSIST SOFTWARE, INC., a
Florida corporation

By: _____
W. Todd Andros, President

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