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SEILER & SAUTTER

ATTORNEYS AND COUNSELORS AT LAW
Suite 200
2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

*C. Christian Sautter, P.A.**
John P. Seiler, Esquire
Michael S. Sullivan, Esquire

Richard J. Zaden, Esquire
Of Counsel

** Also admitted in Texas*

Telephone (954) 568-2122
Telecopier (954) 568-2152
E Mail: seisau@boca.net

February 9, 1999

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Amendments

Re: Amended and Restated Articles of Incorporation of The ClaimCard, Inc.
Our file no. 9222.1000

Dear Ladies and/or Gentlemen:

Enclosed is an original and duplicate of the Amended and Restated Articles of Incorporation for the above referenced, together with my remittance in the amount of $87.50 to cover cost of same. Please file said Articles and return to the undersigned a certified copy of same in the self-addressed stamped envelope provided herein.

Should you have any questions regarding any of the above, please contact my office, and thank you for your prompt attention and courtesy in this matter.

Very truly yours,

SEILER & SAUTTER

C. Christian Sautter

encls.
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FILED
99 FEB 15 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstax

TLL FEB 17 1999

ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE CLAIMCARD, INC.

Larence Park and Gary Palmer hereby certify that;

1. They are the duly elected and acting President and Secretary of The ClaimCard, Inc., a Florida corporation.

2. The Amended and Restated Articles of Incorporation of this corporation are hereby amended to read as follows;

I

The name of the corporation is **The ClaimCard, Inc.** (the "Corporation" or the "Company").

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

II

The address of the registered office of the Corporation in the State of Florida is:

Seiler & Sautter
2900 East Oakland Park Blvd., Suite 200
Fort Lauderdale, FL 33306

The name of the Corporation's registered agent at said address is: C. Christian Sautter, Esq.

III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

IV

Additional Authorized Common Stock

A. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Four Million Seven Hundred Sixty-six Thousand Eight Hundred Forty-two (4,766,842) shares, Three Million Sixty-six Thousand Nine Hundred Twenty-one (3,066,921) shares of which shall be Common Stock (the "Common Stock") and One Million Six Hundred Ninety-nine Thousand Nine Hundred Twenty-one (1,699,921) shares of which shall be Preferred Stock (the "Preferred Stock").

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation (voting together on an as-if-converted basis).

C. One Million One Hundred Thirty-three Thousand (1,133,000) of the authorized shares of Preferred Stock are hereby designated Series A Convertible Preferred Stock (the "Series A Preferred").

D. Five Hundred Sixty-six Thousand Nine Hundred Twenty-one (566,921) of the authorized shares of Preferred Stock are hereby designated Series B Convertible Preferred Stock (the "Series B Preferred").

Common Stock Split

A. The number of authorized shares of the Corporation's Common Stock shall be split on a four (4) to one (1) basis. As a result of the Common Stock split, the total number of Common Stock shares which the Corporation is authorized to issue is Twelve Million Two Hundred Sixty-seven Thousand Six Hundred Eighty-four (12,267,684) shares *(3,066,921 authorized Common Stock shares x 4 split multiplier = 12,267,684 total authorized Common Stock shares)*. Thereafter the total number of shares the Corporation is authorized to issue to Thirteen Million Nine Hundred Sixty-seven Thousand Six Hundred Five (13,967,605) shares, Twelve Million Two Hundred Sixty-seven Thousand Six Hundred Eighty-four (12,267,684) shares of which shall be Common Stock (the "Common Stock") and One Million Six Hundred Ninety-nine Thousand Nine Hundred Twenty-one (1,699,921) shares of which shall be Preferred Stock.

B. The number of authorized shares and the rights and privileges of the Series A Preferred and of the Series B Preferred shall not be revised or altered by the Common Stock split.

V

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Amendment to the Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon any stockholder of the Corporation is granted subject to this right.

These Articles of Amendment to the Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation.

These Articles of Amendment to the Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 2,054,469 shares of Common Stock, Series A Preferred and Series B Preferred. A majority of the outstanding shares of Common Stock, Series A Preferred and Series B Preferred approved these Articles of Amendment to the Amended and Restated Articles of Incorporation by written consent in accordance with Section 607.1003 of the Florida Business Corporation Act and waivers of written notice of such were given by each voting shareholder. The date of adoption was January 6, 1999.

The Amended and Restated Articles of Incorporation of the Corporation, filed October 21, 1998, with the Secretary of State, State of Florida, shall remain unmodified and in full force and effect, except as expressly modified by these Articles of Amendment.

{Signatures on attached page}

IN WITNESS WHEREOF, THE CLAIMCARD, INC., has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be signed by the President and the Secretary in Sunrise, Florida, this _____, day of January, 1999.

THE CLAIMCARD, INC., a
Florida corporation

By: ______________________
Larence Park
President

By: ______________________
Gary Palmer
Secretary