P45000022736 THE TAX GROUP, INC.

1149 S.W. 27th AVENUE, SUITE #264X 305

MIAMI, FLORIDA 33135

PHONES: 643-6455 / 643-6466

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE FL 32314

October 17,1997

RE: GOLDEN HEALTH CARE GROUP INC.-P95000022736

Gentlemen:

We are, hereby, enclosing ck. # 1446 for \$ 35.00 to cover Filing Fees for ARTICLES OF AMENDMENT for the above referenced Corporation.

Please return all correspondence relating to this case to;

THE TAX GROUP, INC. 1149 SW 27th AVE. STE 305 MIAMI, FL. 33135

Thanking you for your prompt attention to this request, Respectfully yours,

100002328751--8

ANDRES W. LOPEZ, (E.A.

Amend. 10-28-97 CC

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

	HEALTH	CARE				
(present name)						

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 7 HAS BEEN AMENDED AS FOLLOWS: MAILING ADDRESS IS CHANGED TO: 2070 NW 7th ST. MIAMI, FL. 33125.

ARTICLE 8 HAS BEEN AMENDED AS FOLLOWS: HUGO GRALIA HAS RESIGNED BOTH AS A DIRECTOR AND OFFICER OF THE CORPORATION AND FERNADO GONZALEZ IS NOW A DIRECTOR, PRESIDENT AND SECRETARY, EFFECTIVE OCTOBER 1,1997, RESIDING AT 2070 NW 7th ST. MIAMI,FL. 33125.

ARTICLE 10 HAS BEEN AMENDED CHANGING THE RESIDING AGENT TO FERNANDO GONZALEZ, RESIDING AT 2070 NW 7th ST. MIAMI, FL. 33125.

SECRETARY OF STATE DIVISION OF CORPORATIONS

97 OCT 27 PM 2: 44

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: OCTOBER 1,1997

FO	URTH: Adoption of Amendment(s) (CHECK ONE)						
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.						
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):						
	"The number of votes cast for the amendment(s) was/were						
	sufficient for approval by						
	voting group						
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.						
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						
	Signed this day 14 of OCTOBER , 19 97						
	Signature y						
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)						
	OR						
	(By a director if adopted by the directors)						
	OR						
	(By an incorporator if adopted by the incorporators)						
	FERNANDO GONZALEZ						
	Typed or printed name						
	PRESIDENT						
	Title						

HAVING BEING MADE AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY, ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS IN MY POSITION AS REGISTERED AGENT OF GOLDEN HEALTH CARE GROUP INC.

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