

P95000028489



ACCOUNT NO. : 072100000032

REFERENCE : 240500 4331939

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 87.50

FILED
97 JAN 29 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 29, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 240500-005

CUSTOMER NO: 4331939

200002072472--8

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: BETTER HEALTH NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
97 JAN 29 AM 10:51
DIVISION OF CORPORATION

N. HENDRICKS JAN 29 1997

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BETTER HEALTH NETWORK, INC.**

FILED

97 JAN 29 PM 12:45

TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Grover Wrenn, being the Chief Executive Officer of Better Health Network, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on April 11, 1995, as amended on June 3, 1996, DOES HEREBY CERTIFY:

1. The name of this Corporation is BETTER HEALTH NETWORK, INC.
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article V of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

ARTICLE V - CAPITAL STOCK

"The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 2,000,000 shares of Common Stock, par value \$1.00 per share."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The Amendment hereby made to the Articles of Incorporation was duly adopted by the Board of Directors of the Corporation at a meeting held on the 23rd day of January, 1997, pursuant to Section 607.0820 of the Florida Business Corporation Act (the "FBCA") and by a written consent executed by the Shareholders of the Corporation on the 24th day of January, 1997, pursuant to Section 607.0704 of the FBCA. The number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Better Health Network, Inc., this 28 day of January, 1997.


GROVER WRENN, Chief Executive Officer