



THE UNITED STATES
CORPORATION
COMPANY

P95000028489

ACCOUNT NO. : 072100000032

REFERENCE : 504368 4331939

AUTHORIZATION :

Patricia Payette

COST LIMIT : \$ 87.50

ORDER DATE : August 21, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 504368-005

800002273588--2

CUSTOMER NO: 4331939

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: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 AUG 21 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 AUG 21 AM 11:47
OFFICE OF CORPORATION

8/21
Jon
Amend
C.C.

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

FILED
97 AUG 21 PM 2:46
SECRETARY OF STATE
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 and as further amended on January 29, 1997, DOES HEREBY CERTIFY:

1. The name of this Corporation is BETTER HEALTH NETWORK, INC.
2. Article V of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 4,000,000 shares, consisting of (a) 2,000,000 shares of Common Stock, par value \$1.00 per share (the "Common Stock") and (b) 2,000,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock").

I. Preferred Stock

A. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

1. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

- (i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

II. Common Stock.

All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges:

A. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.


B. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

C. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

3. 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 10th day of July, 1997, pursuant to Section 607.0820 of the Florida Business Corporation Act (the "FBCA") and by a written consent executed by the majority Shareholder of the Corporation on the 6 day of August, 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 7th day of August, 1997.



GROVER WRENN, Chief Executive Officer