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RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

November 6, 1998

P95000042715

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****43.75

RE: Doc-U-Care, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$87.50 in payment of the filing fee and certified copy for such Amendment.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to
Jeremy P. Ross

/bar
Enclosures
163921

*Amend
11-12-98
DMS*

*Amend + Restate
11-24-98
DMS*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PAUL D. WATSON
DAVID B. WILLIAMS

November 19, 1998

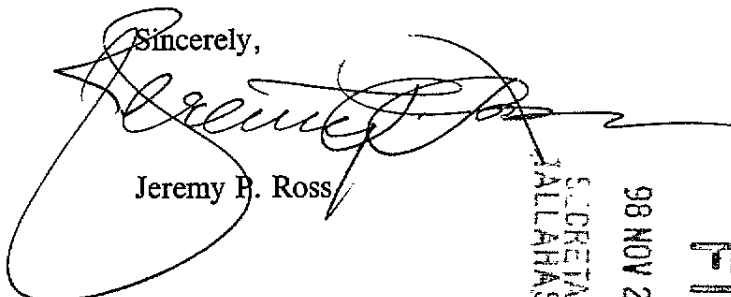
Mr. Doug Spitler
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Doc-U-Care, Inc.

Dear Mr. Spitler:

Enclosed is an original and one copy of the Articles of Amendment to and Restatement of the Articles of Incorporation of Doc-U-Care, Inc. which reflect the changes requested in your letter of November 13, 1998. Also enclosed is a copy of your letter for reference.

Sincerely,


Jeremy P. Ross

JPR/bar
Enclosures
164764

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

BARBARA A. ROWE
C/O BUSH ROSS GARDNER WARREN & RUDY, P.A.
220 SOUTH FRANKLIN STREET
TAMPA, FL 33602

SUBJECT: DOC-U-CARE, INC.
Ref. Number: P95000042715

We have received your document for DOC-U-CARE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.
- ✓ The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.
- ✓ Please delete the word "initial" from the change of registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 098A00054807

*Received
11-23-98
PMS*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF DOC-U-CARE, INC.

DOC-U-CARE, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation, as originally filed with the Florida Department of State on May 31, 1995, and as amended by separate filings undertaken with that same Department on August 7, 1995 and March 4, 1996, are hereby amended in their entirety and, as so amended, are restated to read as follows:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is DOC-U-CARE, INC. and its principal office and mailing address is 4100 West Kennedy Boulevard, Suite 300, Tampa, FL 33609.

ARTICLE II

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III

Capital Stock

Section 4.1 Capitalization. The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 50,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 10,000,000 shares of preferred stock, each with a par value of \$.001 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

Section 4.2 Issuance of Series of Preferred Stock. The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to

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TALLAHASSEE, FLORIDA

be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title. All shares of each series of Preferred Stock shall be alike in every particular and of equal rank, have the same powers, preferences and rights and be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof, except in regard to the following particulars, which may differ as to different series:

(a) the periodic or other rate of dividends payable and the dates from which such dividends shall commence to accrue, if at all;

(b) the manner in which, if at all, shares of a particular series may be redeemed and the amount payable upon a share redemption;

(c) the amount payable upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(d) the provisions of any sinking fund established with respect to the shares of a series;

(e) the terms and rates of conversion or exchange, if shares of a series are convertible or exchangeable; and

(f) the provisions as to voting rights, if any, associated with shares of a series.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series. The Board of Directors may increase the number of such shares by providing that any unissued shares of Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued shares of Preferred Stock by fixing or altering the terms thereof in respect of the above-referenced particulars and by assigning the same to an existing or newly established series from time to time before the issuance of such shares.

The holders of shares of each series shall be entitled to receive, out of any funds legally available therefor, when and as declared by the Board of Directors, cash dividends at such rate per annum as shall be fixed by resolution of the Board of Directors for such series, payable periodically on the dates fixed by the Board of Directors for the series. Such dividends may be cumulative or non-cumulative, deemed to accrue from day to day regardless of whether or not earned or declared, and may commence to accrue on each share of Preferred Stock from such date or dates, all as may be determined and stated by the Board of Directors prior to the issuance

thereof. The Corporation shall make dividend payments ratably upon all outstanding shares of Preferred Stock in proportion to the amount of dividends accrued thereon to the date of such dividend payment, if any.

As long as any shares of Preferred Stock shall remain outstanding, no dividend (other than a dividend payable in shares ranking junior to such Preferred Stock with respect to the payment of dividends or liquidating assets) shall be declared or paid upon, nor shall any distribution be made or ordered in respect of, shares of the Common Stock or any other class of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets, nor shall any monies (other than the net proceeds received from the sale of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets) be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of shares of the Common Stock or of any other class of shares ranking junior to the shares of such Preferred Stock as to dividends or assets unless:

(a) all dividends accrued with respect to the shares of Preferred Stock of all series for past dividend periods shall have been paid and the full dividend on all outstanding shares of Preferred Stock of all series for the then current dividend period shall have been paid or declared and set apart for payment; and

(b) the Corporation shall have set aside all amounts, if any, required to be set aside as and for sinking funds, if any, for the shares of Preferred Stock of all series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect of previous years shall have been cured.

The Corporation, at the option of the Board of Directors, may at any time redeem the whole, or from time to time any part, of any series of Preferred Stock, subject to such limitations as may be adopted by the Board authorizing the issuance of such shares, by paying therefor in cash the amount which shall have been determined by the Board of Directors, in the resolution authorizing such series, to be payable upon the redemption of such shares at such time. Redemption may be made of the whole or any part of the outstanding shares of any one or more series, in the discretion of the Board of Directors; but if the redemption shall be effected only with respect to a part of a series, the shares to be redeemed may be selected by lot, or all of the shares of such series may be redeemed pro rata, in such manner as may be prescribed by resolution of the Board of Directors.

Subject to the foregoing provisions and to any qualifications, limitations or restrictions applicable to any particular series of Preferred Stock which may be stated in the resolution providing for the issuance of such series, the Board of Directors shall have authority to prescribe from time to time the manner in which any series of Preferred Stock shall be redeemed.

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the shares of Preferred Stock of each series shall be entitled, before any distribution

shall be made with respect to shares of Common Stock or to any other class of shares junior to the shares of Preferred Stock as to the payment of dividends or liquidating assets, to be paid the full preferential amount fixed by the Board of Directors for such series as herein authorized; and thereafter shall be entitled to such further payment, if any, as shall be specified in the Board of Director resolution establishing the series. If upon such liquidation or dissolution of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be insufficient to permit the payment to all outstanding shares of Preferred Stock of all series of the full preferential amounts to which they are respectively entitled, the entire net assets of the Corporation shall be distributed, in the order of seniority, fully as to each series with respect to which there are adequate net assets to satisfy the preferential amount and, as to the most senior series with respect to which there are inadequate net assets, ratably in proportion to the full preferential amount to which each share of that series is entitled. Neither a consolidation nor a merger of the Corporation with or into any other entity nor the sale of all or substantially all of the assets of the Corporation shall be deemed to be a liquidation or dissolution within the meaning of this paragraph.

ARTICLE IV

Registered Office and Agent

The street address of the registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the registered agent of the corporation at such address is Jeremy P. Ross.

.....

2. The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment and restatement recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1003, .1007 and .0704, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth the content thereof in its entirety and declaring its advisability; the holders of a majority of the issued and outstanding shares of the Corporation's single class of capital stock having approved such amendment and restatement by executed written action, all as of October 8, 1998; there being no requirement under the Florida Business Corporation Act, the Corporation's existing Articles of Incorporation or Bylaws, or any resolution of the Corporation's Board of Directors for such an action to be approved by any greater vote; and the number of shareholder votes cast for such amendment and restatement therefore being sufficient for approval.

IN WITNESS WHEREOF, DOC-U-CARE, INC. has caused these Articles of Amendment and Restatement to be prepared under the signature of its President this ___th day of September 1998.

DOC-U-CARE, INC.

By: Jerry M. Keller
Jerry M. Keller, President

159632.01

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Jeremy P. Ross
Jeremy P. Ross

**JOINT WRITTEN ACTION OF THE
BOARD OF DIRECTORS AND MAJORITY SHAREHOLDERS
OF
DOC-U-CARE, INC.**

The undersigned, being all of the members of the Board of Directors of DOC-U-CARE, INC., a Florida corporation (the "**Corporation**"), as well as the holders of an aggregate of 6,225,345 shares of the Corporation's single class of authorized capital stock, such total comprising 78.6% of the 7,919,863 shares of that same class that are presently issued and outstanding, hereby take the following written actions in lieu of holding a meeting to consider and act upon the same, as authorized by §§607.0704 and .0821, Florida Statutes, and not being otherwise proscribed by the Florida Business Corporation Act or the Corporation's Articles of Incorporation or Bylaws:

1. The Board of Directors believes it to be in the best interests of the Corporation and its shareholders for the Corporation's Articles of Incorporation, as currently existing, to be amended to (a) create a class of undesignated preferred stock, to be comprised of 10,000,000 in number, each with a par value of \$.001, so as to enable the Board of Directors, in connection with any needed efforts to obtain equity capital, thereafter to approve the establishment of one or more series of such stock, to be issued with such powers, preferences, rights, qualifications, limitations and restrictions as the Board deems appropriate; (b) eliminate the existing Article VI, entitled "Shareholders' Preemptive Rights," so as to enable the Board of Directors thereafter to seek needed equity capital without being legally required to offer any capital funding plan to the Corporation's existing shareholders in advance of offering the same to one or more other prospective purchasers; and (c) delete other information contained therein solely as a matter of historical interest. Accordingly, it recommends that, subject to the approval of shareholders holding a majority of the Corporation's issued and outstanding shares of capital stock, each such amendment be embodied in articles of amendment to the Corporation's existing Articles of Incorporation, in the form of **Exhibit A** hereto, which articles of amendment will also restate the Articles of Incorporation as so amended; such Articles of Amendment to and Restatement of the Corporation's Articles of Incorporation be executed by the Corporation's President and thereafter filed with the office of the Florida Department of State (the "**Department**"); and a certified copy of the Corporation's Articles of Incorporation, as so amended and restated, in the form of **Exhibit B** hereto, be obtained from the Department and placed within the official records of the Corporation to evidence such amended and restated Articles of Incorporation.

2. The undersigned shareholders of the Corporation, being the holders of a majority of the issued and outstanding shares of the Corporation's single class of capital stock, hereby approve the form and substance of each of the proposed amendments to the Corporation's existing Articles of Incorporation, as embodied in Exhibit A hereto; the restatement of such Articles, as so amended; the execution of an original copy of Exhibit A by the Corporation's President and the filing of such instrument with the office of the Florida Department of State; and the acquisition from such Department of a certified copy

of the Corporation's Articles of incorporation, as so amended and restated, in the form of Exhibit B.

Dated: ~~September 8th~~ ^{October 8th}, 1998

<u>Shareholders</u>	<u># of Shares Owned</u>
J. M. Keller Company, Inc.	4,400,000
By: <u>Jerry M. Keller</u> Jerry M. Keller, President	
<u>Robert Wells</u>	735,135
<u>James Calhoun</u>	550,000
<u>Maury O'Daniel</u>	685,465
<u>Jerry M. Keller</u>	90,210
	<u>6,460,810</u>

Directors

James Calhoun

Gary Crayton

Jerry M. Keller

Maury O'Daniel

Robert Wells

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