5000097446 Document Number Only C T CORPORATION SYSTEM 660 East Jefferson Street Requestor's Name Tallahassee, Florida 32301 200002434062--0 -02/18/98--01051--009 Address (850) 222-1092 *****87.50 *****87.50 Phone Zip State City CORPORATION(S) NAME () Merger () Profit Amendment () NonProfit) Limited Liability Company () Mark () Dissolution/Withdrawal () Foreign () Other () Annual Report () Change of R.A. () Limited Partnership () Fict. Filing) UCC-1 _ UCC-3() Reinstatement () CUS /Limited Liability Partnership () Photo Copies Certified Copy () After 4:30 () Call if Problem Pick Up () Call When Ready () Will Wait 8 Walk in () Mail Out Please Return Extra Filed Stamp Name FEB 18 1998 Availability Thanks, Melar Document Examiner Updater Verifier Acknowledgment W.P. Verifier per ani CR2E031 (1-89) ok to a Board

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCESS HEALTHMAX, INC.

98 FEB 18 PM 3: 05

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS ACCESS HEALTHMAX, INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED IV SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

THE CORPORATION SHALL BE AUTHORIZED TO CREATE AND ISSUE 5,000,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$0.01 PER SHARE.

THE WHOLE OR ANY PART OF THE AUTHORIZED SHARES OF THE CORPORATION MAY BE ISSUED FOR A CONSIDERATION PAYABLE IN CASH OR OTHER PROPERTY, TANGIBLE OR INTANGIBLE OR IN LABOR OR SERVICES ACTUALLY PERFORMED FOR THE CORPORATION HAVING A VALUE AS IS DETERMINED FROM TIME TO TIME BY THE BOARD OF DIRECTORS OF THE CORPORATION, NOT LESS THAN THE PAR VALUE OF THE STOCK SO TO BE ISSUED.

THIRD: THE AMENDMENT PROVIDES FOR AN EXCHANGE OF ISSUED SHARES.

FOURTH: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WAS ADOPTED ON February 13, 1998.

FIFTH: PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED ON FEBRUARY [7], 1998.

ACCESS HEALTHMAX, INC.

DANIEL PAVLIK

BY

PRESIDENT/CHAIRMAN OF THE BOARD