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HAWKINS, HAWKINS & BURT

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

501 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114-4986

ALFRED E. HAWKINS, P.A.
DONALD E. HAWKINS, P.A.
DAVID A. BURT, P.A.

TELEPHONE (904) 252-4499
FAX (904) 258-1311

May 23, 1997

Corporation Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-05/27/97--01054-011
*****87.50 *****87.50

Re: ARTICLES OF AMENDMENT - PROWEH HEALTH SYSTEMS, INC.

Gentlemen:

Please find enclosed for filing, original and one (1) copy of Articles of Amendment to Articles of Incorporation of Proweh Health Systems, Inc. Also enclosed is check in the amount of \$87.50, representing the following:

Filing Fee	\$ 35.00
Certified Copy of Articles of Amendment	<u>52.50</u>
TOTAL	\$ 87.50

Please return the certified copy of the Articles of Amendment to this office.

Thank you for your assistance in this matter.

Yours very truly,

HAWKINS, HAWKINS & BURT

By: 

David A. Burt, P.A.

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RECEIVED
MAY 27 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROWEH HEALTH SYSTEMS, INC.

FILED
97 MAY 27 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of Proweh Health Systems, Inc., as amended by Amendment adopted March 21, 1996, are hereby further amended as set forth below.

2. Article III - Capital Stock is amended and restated in its entirety to read as follows:

ARTICLE III - CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares of stock of all classes which the Corporation shall have authority to issue is 110,000,000 shares, of which ten million (10,000,000) shares shall be common stock of the par value of \$0.0001 each (hereinafter called "Common Stock") and one hundred million (100,000,000) shares shall be Preferred Stock of the par value of \$0.00001 each (hereinafter called "Preferred Stock").

Section 2. Preferred Stock. The designations and the powers, preferences and rights and the qualifications, limitations or restrictions thereof of the shares of each class are as follows:

2.1 The Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as are stated and expressed herein or in the resolution or resolutions providing for the issue of such series, adopted by the Board of Directors as hereinafter provided.

2.2 Authority is hereby granted to the Board of Directors of the Corporation, subject to the provisions of these Articles and to the limitations prescribed by law, to authorize the issue of one or more series of Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the the issue of such series the voting powers, full or limited, if any, of

the shares of such series and the designations, preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:

- (a) The designation of such series.
- (b) The dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock, and whether such dividends shall be cumulative or noncumulative.
- (c) Whether the shares of such series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption, which redemption shall, if the Board shall so fix and determine, be a fixed and mandatory obligation of the Corporation.
- (d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series.
- (e) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of stock of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange.
- (f) The extent, if any, to which the holders of the shares of such series shall be entitled to vote with respect to the election of directors or otherwise.
- (g) The restrictions, if any, on the issue or reissue of any additional Preferred Stock.
- (h) The rights of the holders of the shares of such series upon the dissolution of,

or upon the distribution of assets of, the Corporation.

2.3 Except as otherwise required by law and except for such voting powers with respect to the election of directors and other matters as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, the holders of any such series shall have no voting power whatsoever. Subject to such restrictions as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, any amendment to the Articles of Incorporation which shall increase or decrease the authorized stock of any class or classes may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of the voting stock of the Corporation.

Section 3. Issuance of Stock. The Corporation may from time to time issue and dispose of any of the authorized and unissued shares of Common Stock or of Preferred Stock for such consideration, not less than its par value, as may be fixed from time to time by the Board of Directors subject to the preemptive rights of shareholders as provided below. The Board of Directors may provide for payment therefor to be received by the Corporation in cash, property or services. Any and all such shares of the Preferred Stock or Common Stock of the Corporation the issuance of which has been authorized, and for which consideration so fixed by the Board of Directors has been paid or delivered, shall be deemed full-paid stock and shall not be liable to any further call or assessment thereon.

Section 4. Preemptive Rights. The holders of Common Stock shall have no preemptive rights with respect to the common stock of the Corporation, and the Corporation may issue and sell its Common Stock from time to time without offering such shares to the stockholders then holding shares of Common Stock.

Section 5. Voting Rights. Except as otherwise provided by law, the entire voting

power shall be vested exclusively in the holders of the outstanding Common Shares, and the holders of record of the outstanding Common Shares shall be entitled to one vote per share on all matters submitted to a vote at a meeting of shareholders.

4. The foregoing amendment was adopted by the shareholders of the Corporation on January 6, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have set their hands and have affixed the corporate seal of said corporation on this 14th day of May, 1997.

ATTEST:

Stephen W. Wischweh
Secretary

PROWEH HEALTH SYSTEMS, INC.

By: Stephen W. Wischweh

Stephen W. Wischweh
President

(Corporate Seal)

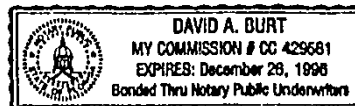
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, personally appeared STEPHEN W. WISCHWEH, to me known to be the President and Secretary of PROWEH HEALTH SYSTEMS, INC., a Florida corporation, and who executed the foregoing Articles of Amendment to Articles of Incorporation, and acknowledged before me that they executed the same for the purposes expressed therein, as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of May, 1997.

David A. Burt
Notary Public, State of Florida at Large.
My Commission Expires:
Commission No.:



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HAWKINS, HAWKINS & BURT

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

501 SOUTH RIDGEWOOD AVENUE

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FAX (904) 252-1311

May 23, 1997

Amendment Department
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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*****87.50 *****87.50

Re: **PROWEH HEALTH SYSTEMS, INC. - STATEMENT PURSUANT TO
SECTION 607.0602(4), FLORIDA STATUTES**

Gentlemen:

Please find enclosed for filing, original and one (1) copy of Statement of Proweh Health Systems, Inc. with attached copy of Resolution 2 of Meeting of Board of Directors. Also enclosed is this firm's check in the amount of \$87.50, to cover the following:

File Statement	\$ 35.00
Certified Copy of Statement	<u>52.50</u>
TOTAL	\$ 87.50

Please return the certified copy of the Statement with attached Resolution to this office.

Thank you for your assistance in this matter.

Yours very truly,

HAWKINS, HAWKINS & BURT

By: 

David A. Burt, P.A.

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encls.


JH
KAB
6-4

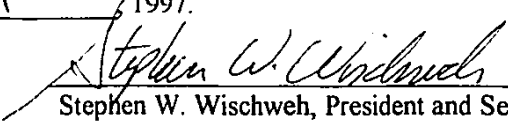
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

STATEMENT OF PROWEH HEALTH SYSTEMS, INC.
PURSUANT TO SECTION 607.0602(4) FLORIDA STATUTES
RELATING TO THE ISSUANCE OF
FIRST SERIES PREFERRED STOCK

FILED
97 MAY 27 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Proweh Health Systems, Inc.
2. A copy of the resolution establishing and designating the series known as First Series Preferred Stock and fixing and determining the relative rights and preferences is attached hereto as Exhibit A.
3. Such resolution was adopted on January 6, 1997.
4. Such resolution was duly adopted by the board of directors and shareholders.

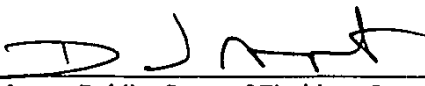
IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed this Statement on May 14 1997.

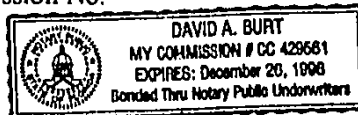

Stephen W. Wischweh, President and Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

On this 14th day of May, 1997, personally appeared before me, a notary public of the State of Florida, Stephen W. Wischweh, to me well known to be the President and Secretary of Proweh Health Systems, Inc. who executed the foregoing Statement and they acknowledged that said execution was his act and deed and that the facts therein set forth are truly stated.


Notary Public, State of Florida at Large
My Commission expires: _____
Commission No. _____



RESOLUTION NO. 2
MEETING OF BOARD OF DIRECTORS OF
PROWEH HEALTH SYSTEMS, INC.

Held at 2833 Meadow Hill Drive, Clearwater, Florida on January 6, 1997.

Resolution Establishing First Series Preferred Stock

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation by its Articles of Incorporation, as amended, the Board of Directors hereby creates series of preferred stock to be designated First Series Preferred Stock, consisting of 100,000,000 shares, \$0.00001 par value each, and which the preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions on such preferences and rights of such series shall be as follows:

(1) Issuance. The First Series Preferred Stock shall be issued in such amounts as may be directed by the Board of Directors to accommodate certain redemption rights, hereafter defined, with respect to certain limited partnerships to be created by the Corporation. The certificate representing the First Series Preferred Stock shall designate to which limited partnership the redemption rights shall apply.

(2) Dividends. The holders of record of First Series Preferred Stock shall not be entitled to any dividends from the Corporation.

(3) Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation, the holders of record of First Series Preferred Stock shall not be entitled to receive any of the assets of the Corporation.

(4) Voting. The holders of record of First Series Preferred Stock shall not be entitled to vote on any issues, including the election of directors, involving the Corporation, except as may be required by law or which may adversely effect their respective rights as holders of First Series Preferred Stock.

(5) Redemption. Upon the creation, by the Corporation, of any of the limited partnerships (or similar entities) (hereinafter "limited partnerships") set forth in the attached Exhibit A, the holder of the First Series Preferred Stock related to the limited partnership so created shall be required to surrender, and the Corporation shall be obligated to redeem, such First Series Preferred Stock in exchange for Investment Unit(s) in such limited partnerships in an amount equal to one dollar (\$1.00) for each of the First Series Preferred Stock held by such holder. The Corporation shall have no obligation to create any of the limited partnerships, and nothing contained herein is intended to give any holder of the First Series Preferred Stock the right to compel the Corporation to create any such limited partnership.

Not less than ninety (90) days after the creation of a limited partnership as specified in the foregoing paragraph, a notice specifying the time and place of such redemption shall be given by first-class mail, postage prepaid, to the holders of record of the affected First Series Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for redemption. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice.

After the date fixed for the redemption of the affected First Series Preferred Stock by the Corporation, the holder of such shares shall cease to be stockholders with respect to such shares and shall have no interest in or claims against the Corporation by virtue thereof and shall have no voting or other rights with respect to such shares, except the rights to receive the Units of the limited partnership so created upon such redemption from the Corporation upon surrender (and endorsement, if required by the Corporation) of their certificates and the shares represented thereby shall no longer be deemed to be outstanding.

(6) Subordination. The Corporation guarantees to the holder of any Investment Unit(s) of the limited partnerships which are acquired by redemption of the First Series Preferred Stock the following annual rate of return for each dollar value of such Investment Unit(s) held by such holder:

- a. 8% rate of return if the Corporation enrolls as Members one (1%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership,
- b. 15% rate of return if the Corporation enrolls as Members two (2%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership,
- c. 25% rate of return if the Corporation enrolls as Members three (3%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership,
- d. 32% rate of return if the Corporation enrolls as Members four (4%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership.

For purposes of this paragraph, the percentage specified above shall be calculated using only those Members within the geographic region who are purchasers of the MSA Plus Product Line and who have been enrolled as Members for not less than six consecutive months.

The Corporation shall pay to the holder of such Investment Unit(s) the amount necessary to increase the actual annual rate of return earned to the amount specified above once the percentage of eligible lives herein described has been attained. Such calculations shall be made on the first day

of each calendar year for the previous calendar year and any shortfall shall be paid to the holders of such Investment Unit(s) within 30 days. Such payments will be made by the Corporation from its net earnings before taxes, earned from any source. If the amount due the holders of such Investment Unit(s) exceeds the Corporation's net earnings (before taxes in the same year), then the balance due, if any, shall be carried forward at 7% simple interest until said balance due plus accrued interest is paid.

(7) Conversion. The First Series Preferred Stock are not convertible or exchangeable for shares of any other class or classes of stock of the Corporation.

(8) No Other Rights. The shares of the First Series Preferred Stock shall not have any relative, participating, optional or other special rights or powers other than as set forth above and in the Articles of Incorporation, as amended.

DONE THIS 6th day of January, 1997.

Stephen W. White
Secretary

Stephen W. White
President

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of Proweh Health Systems, Inc. on the 6th day of January, 1997.

DATED: May 14, 1997

Stephen W. White
Secretary

(SEAL)

EXHIBIT A

PROWEH HEALTH SYSTEMS, INC.

Limited Partnership Names

Proweh - West Florida Limited Partnership
Proweh - Southeast Florida Limited Partnership
Proweh - North Florida Limited Partnership
Proweh - Alabama Limited Partnership
Proweh - Georgia Limited Partnership
Proweh - Tennessee Limited Partnership
Proweh - Gulf States Limited Partnership
Proweh - Arkoma Limited Partnership
Proweh - Texas Limited Partnership
Proweh - DC Limited Partnership
Proweh - MidAtlantic Limited Partnership
Proweh - Virginia Limited Partnership
Proweh - North Carolina Limited Partnership
Proweh - South Carolina Limited Partnership
Proweh - Western Pennsylvania Limited Partnership
Proweh - Ohio Limited Partnership
Proweh - Kentucky Limited Partnership
Proweh - Eastern Pennsylvania Limited Partnership
Proweh - New Jersey Limited Partnership
Proweh - NYC Limited Partnership
Proweh - New England Limited Partnership
Proweh - Massachusetts Limited Partnership
Proweh - New York Limited Partnership
Proweh - Illinois Limited Partnership
Proweh - Michigan Limited Partnership
Proweh - Indiana Limited Partnership
Proweh - Minnesota Limited Partnership
Proweh - Missouri Limited Partnership
Proweh - Midwest Limited Partnership
Proweh - Mountain States Limited Partnership
Proweh - Northern California Limited Partnership
Proweh - Northwest Limited Partnership
Proweh - LA Limited Partnership
Proweh - San Diego Limited Partnership
Proweh - Southwest Limited Partnership