

MEDICAL INDUSTRIES OF AMERICA

March 17, 1998

Via UPS 2-Day Air

Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Corporate Filing Dept.

Re: Articles of Amendment to Articles of Incorporation of Care America
Integrated Health Services, Inc.

200002462272--0
-03/19/98--01079--004
*****87.50 *****87.50

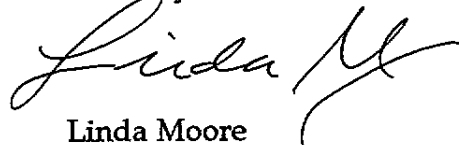
To Whom It May Concern:

Enclosed please find two copies of the Articles of Amendment to the Articles of Incorporation for Care America, one of which is manually signed.

Additionally, I have enclosed check # 3002 in the amount of \$87.50 made payable to the Secretary of State for the fee of \$35.00 and \$52.50 for a certified copy of the filed amendments.

Thank you for your cooperation. I can be reached at the office if you have any additional questions.

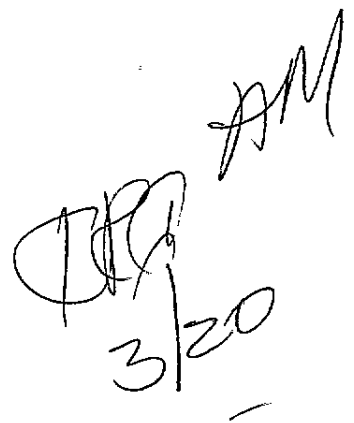
Sincerely,



Linda Moore
Senior Vice President

Enclosure

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CARE AMERICA INTEGRATED HEALTH SERVICES, INC.**

Pursuant to Provisions of the
Florida Business Corporation Act

FILED
98 MAR 19 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARE AMERICA INTEGRATED HEALTH SERVICES, INC. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Shareholders and the Board of Directors of the Corporation adopted the following resolutions, effective as of December 27, 1997, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Corporation is authorized by virtue of Article IX of its Articles of Incorporation (hereinafter the "Articles") to amend or repeal any provision contained in the Articles;

WHEREAS, the Shareholders and the Board of Directors of the Corporation, by resolution effective December 27, 1997, authorized the amendment set forth below to the Articles.

IT IS, THEREFORE,

RESOLVED, that Article VI of the Articles is deleted in its entirety and its place the following Article VI is hereby adopted and incorporated into the Articles:

ARTICLE VI

This Corporation shall have at least one (1) Director. The number of Directors may be increased from time to time as set forth in the Bylaws of the corporation.

NOW THEREFORE

The foregoing was authorized by the Shareholders and the Board of Directors by written consent effective December 27, 1997.

Executed on January 27, 1998.

CARE AMERICA INTEGRATED HEALTH SERVICES, INC.

By: Paul Pershes
Paul Pershes, President and Director

By: Hushang Haghgou
Hushang Haghgou, Secretary

STATE OF FLORIDA)

COUNTY OF Palm Beach)

On this 27th day of January, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Paul Pershes, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the President and Director of CARE AMERICA INTEGRATED HEALTH SERVICES, INC., and that he executed as said officer and director the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation and Hushang Haghgou, who acknowledged to the fact that he is the Secretary of CARE AMERICA INTEGRATED HEALTH SERVICES, INC., and that he executed as said officer the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said Corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

R. Williams
NOTARY PUBLIC

Notary Public Commission expires:

