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FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
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NAME: HEALTH EVALUATION SYSTEMS CORP.
AUDIT NUMBER.....H9700000772
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Articles of Amendment

Article I. Name

The name of this Florida corporation is Health Evaluation Systems Corp. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended to include the following additional provisions:

Denial of Preemptive Rights

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

Amendment of Bylaws

Notwithstanding anything in these Articles of Incorporation, the Bylaws, or applicable state corporation law, the shareholders shall not adopt, modify, amend or repeal bylaws of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the Corporation entitled to vote thereon.

Shareholders

Inspection of Books. The Board of Directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0888

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Liability and Indemnification of Directors and Officers

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its Bylaws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this Corporation against any contingency or peril as may be determined to be in the best interests of this Corporation, and to procure policies of insurance at this Corporation's expense.

Contracts

No contract or other transaction between this Corporation and any person, firm or other company shall be affected by the fact that any other officer or director of this Corporation is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or in the future obtains a direct or indirect interest in such contract.

Anti-Takeover Opt Out

The Corporation elects not to be governed by the Affiliated Transactions Statute, F.S. 607.0901, or any successor law. The Control Share Acquisitions Statute, F.S. 607.0902, or any successor law, shall not apply to control share acquisitions of shares of the Corporation.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on January 14, 1997.

Corporate Creations International Inc.
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(305) 672-0686

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Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on January 14, 1997.

Health Evaluation Systems Corp.

By: 

Dale B. Finfrock, Jr.

Its: President

Corporate Creations International Inc.
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(305) 672-0688

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