

P96000018268

1/14/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:21 PM

((H97000000772 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: HEALTH EVALUATION SYSTEMS CORP.

AUDIT NUMBER.....H97000000772

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ORIGINAL
FILING SLIP
1/14/97

Completed - new
Linda

FILED
97 JAN 15 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000000772

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.

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

H97000000772

FILED
97 JAN 15 PM 1:18
SECRETARY OF STATE
FLORIDA

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.

JAN-14-1997 18:01

DALE B. FINFROCK, Jr.

561 833 2282 P.03/15
10/000000116

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.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0688

H97000000772