PGOCOCOSS HEALTH ALTERNATIVES A COMPANY AFFILIATED TO

Luis Tuñon, Jr., BBA, MS

October 14th, 1997

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE:

President & Actuary

Health Alternatives International, Inc.

Amendment to Articles of Incorporation

INTERNATIONAL, INC.

800002324048--6 -10/20/97--01081--003 ******43.75 ******43.75

ASSURANCE UNDERWRITERS, INC. (MIAM!, FL., U.S.A.)

Gentlemen:

Please find enclosed forms in order that you may proceed to amend our Articles of Incorporation adding officers as reflected.

We have enclosed a check in the amount of \$43.75 which is \$35, for the filing fee and \$8.75 for a certificate of status.

If you should have any questions or if you should require any additional information, please do not hesitate to contact our office at your convenience.

Thank you for your prompt attention to this matter.

Sincerely,

Amy Tuñón

cc: Suspense 10/28/97

97 OCI 20 PH 2: SECRETARY OF STATE

MU 16/21

Amend.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Health Alternatives International, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended added on deleted)

Eleventh:

The names and street addresses of the officers of this corporation are as follow:

- 1 Luis Tuñón, Jr., President 15210 S.W. 154th Terrace Miami, FL 33187
- 2 Orlando Alonso, Vice President 350 S.W. 122nd Avenue, Apt. 317 Miami, FL 33184
- 3 Aymara Mencia Tuñón, Secretary/Treesurer 15210 S.W. 154th Terrace Miami, FL 33187

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: 1	he date of each amendment's adoption: October 14th, 1997 .
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
<u> </u>	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 14th day of October , 19 97 Signature	
01 <u>5</u> 1111111	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
(By a director if adopted by the directors)	
	OR
	(By an incorporator if adopted by the incorporators)
	Aymara M. Turión Typed or printed name
	Director

. . .