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Boca Raton, FL 33431  
Florida 561-361-9090  
Fax 561-361-9965  
Toll Free 888-224-4400

May 7, 1997

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

Re: Amendment to Articles of Incorporation

500002174665--1  
-05/12/97--01062-006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern:

Enclosed, please find two copies of "Articles of Amendment to Articles of Incorporation" which amend Article III of the Company's initial Articles of Incorporation. Please file same and return the second copy to this office as verification of filing. Also enclosed, please find our check in the amount of thirty five dollars (\$ 35.00) which we have been advised is the appropriate fee.

If you have any questions, please feel free to call us at our toll free number.

Sincerely,

A handwritten signature in cursive script, appearing to read "Robert G. Williams".

Robert G. Williams, Pres., Chm. Bd.

FILED  
97 MAY 12 PM 4 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 5/15  
Amended

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HOME CARE AMERICA, INC.  
(present name)**

FILED  
97 MAY 12 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**First:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**Article III**

This Corporation shall have authority to issue thirty million (30,000,000) shares of Common Stock having a par value of \$ .00001 per share.

**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:** The date of each amendment's adoption: December 31, 1996

**Fourth:** Adoption of Amendment(s) (Check one)

☒ 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

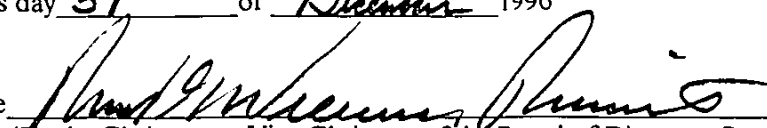
by \_\_\_\_\_"  
Voting group

☐ 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 day 31 of December 1996

Signature

  
(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 and incorporator if adopted by the incorporators)

Robert G. Williams

Typed or printed name

President, Chm. Board

Title