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GARRY R. SPEAR, P.A.
ATTORNEYS AT LAW
5455 N. Federal Highway
Suite I
Boca Raton, Florida 33487
(561) 989-9894 (office) (561) 989-0460 (facsimile)

FILED
98-JUN-26 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 25, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-06/26/98--01086--020
*****35.00 *****35.00

Re: Filing of Articles of Amendment - NBC Healthcare, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Amendment for NBC Healthcare, Inc. The filing fee of \$35.00 is enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear
Attorney at Law

Enclosure
cc: file

Amend

VS JUL 10 1998

**ARTICLES OF AMENDMENT
OF
NBC HEALTHCARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of NBC Healthcare, Inc. ("Corporation") are hereby amended as follows:

1. ARTICLE V is hereby amended to read as follows:

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is fifty million (50,000,000) shares, all of which shall be common shares with \$.001 par value. The ten million (10,000,000) shares of common stock of the corporation issued and outstanding immediately prior to the time this amendment becomes effective shall be and are hereby automatically reclassified and changed (without any other act) into two million (2,000,000) fully-paid and nonassessable shares of common stock of the corporation.

3. The foregoing amendment was adopted on April 30, 1998.

4. The following shareholders of the Corporation were entitled to vote separately on the amendment, and the number of votes cast for the amendment by each shareholder was as follows:

Shareholder	Number of Affirmative Votes	Percentage
Ernest N. Burson	4,000,000	40%
Arlette Spaniak	1,000,000	10%
Joy H. Stritikus	300,000	3%
Samuel H. Woods & Marylou S. Woods, TBE	300,000	3%
John Dane	300,000	3%
Garry R. Spear & Sally A. Spear, TBE	50,000	.5%
Tracy A. Ray	50,000	.5%
William Dennis Prouty & Marie Elena Prouty, TBE	50,000	.5%
Janet E. Allen	50,000	.5%
Rhonda Renee Robinson	25,000	.25%
Sandra Walker	25,000	.25%
Ernest N. Burson	2,300,000	23%
Arlette Spaniak	999,999	9.99999%

Rhonda Renee Robinson	25,000	.25%
Sandra Walker	25,000	.25%
Samuel H. Woods &	16,000	.16%
Marylou S. Woods, TBE		
Rebecca Mathews	25,000	.25%
Rebecca Mathews	25,000	.25%
NBC Employees' Stock	125,000	1.25%
Trust		
Benjamin Stafford	15,000	.15%
Burson Family Trust	294,001	2.94001%
 Total	 10,000,000	 100%

The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment, this 30th day of April, 1998.

Ernest N. Burson
Ernest N. Burson
President


Joy H. Stritikus
Joy H. Stritikus
Secretary

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Ernest N. Burson, to me known to be the person described as President in the foregoing Articles of Amendment, and he acknowledged before me that he executed said Articles of Amendment.

WITNESS my hand and official seal this 30th day of April, 1998.

 Nancy L. Weber
My Commission CC676216
Expires September 01, 2001

Nancy L. Weber
Nancy L. Weber
Notary Public
State of Florida

My Commission Expires:

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Joy H. Stritikus, to me known to be the person described as Secretary in the foregoing Articles of Amendment, and she acknowledged before me that she executed said Articles of Amendment.

WITNESS my hand and official seal this 30th day of April, 1998.



Nancy L Weber
My Commission CC876215
Expires September 01, 2001

Nancy L. Weber
Nancy L. Weber
Notary Public
State of Florida

My Commission Expires: