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FILED
97 MAR 12 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/7/97

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

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-03/12/97-01039-002
*****35.00 *****35.00

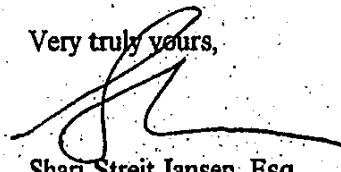
RE: wHolistic Health Care, P.A.

Dear Sirs:

Enclosed please find an amendment of the Articles of Incorporation of wHolistic Health Care, P.A., changing its name to wHolistic Health Care, Inc., and removing it from legal status under Florida Statute 621.03 to the Florida General Corporation Act, 607.187.

I have also enclosed this firm's trust account check in the amount of \$35.00 to cover the fee involved in this amendment. Please time-stamp one copy and return it to my office and file the original.

Very truly yours,



Shari Streit Jansen, Esq.

SSJ/aa
Encl.

N/c

VS MAR 17 1997

AMENDMENT TO
ARTICLES OF INCORPORATION OF
wHOLISTIC HEALTH CARE, P.A.

FILED
97 MAR 12 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation

1. The name of the corporation is **wHOLISTIC HEALTH CARE, P.A.**
2. The following amendment of the Articles of Incorporation was adopted by the shareholder and director of the Corporation on March 7, 1997, in the manner described by the Florida General Corporation Act, F.S. 607.187, and this Corporation is no longer a Professional Service Corporation pursuant to the Professional Service Corporations, F.S. 621.03 but is organized pursuant to the Florida General Corporation Act, F.S. 607.187.

Article I

The name of this corporation is **wHOLISTIC HEALTH CARE, INC.**, and the address of the corporation shall be 1521 Dolphin Street, Sarasota, Florida 34236.

Article III

The purpose for which this Corporation is organized shall be to engage in business in the State of Florida, and to do those things that are necessary or proper in connection with any business which is legal in this State, including, but not limited to, the following:

(a) To Purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgage, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the Corporation may engage.

b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

d) To form and become a participant in any partnership, limited partnership, or joint venture, with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity so long as not in conflict with the restrictions imposed by the bylaws, or the laws of the State of Florida.


e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on Florida Corporations by the laws of the State of Florida.

f) To restrict the manner in which persons to whom its capital stock shall be issued or transferred including a shareholders agreement, and to enact bylaws to carry these restrictions into effect.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or furtherance of any of the owners set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Corporation Act as currently enacted, and as may be hereafter amended or superseded by other statutes.

Dated: March 7, 1997

wHOLISTIC HEALTH CARE, INC.


By: Thomas M. McNaughton, M.D./President