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SAMUEL J. CANTOR\*

\*ALSO MEMBER OF PENNSYLVANIA BAR

October 24, 1997

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

Re: With Pharmacy, Inc.

700002359337--2  
-12/01/97--01134--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen/Ladies:

Enclosed herewith please find the original and a copy of Amended Articles of Incorporation for the above-referenced corporation, a check in the amount of thirty-five (\$35.00) dollars for the filing fee, along with a stamped, self-addressed envelope for return of the copy to this office.

Very truly yours,

  
Samuel J. Cantor

SJC:jac  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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N.C.  
12-5-97  
CC

AMENDED ARTICLES OF INCORPORATION

of

WITH PHARMACY, INC.

Pursuant to the provisions of Section 607.1001 to the Florida General Corporation Act, the undersigned Corporation adopts the Article of Amendments to its Articles of Incorporation.

1. The name of the corporation is With Pharmacy, Inc.
2. The following amendment to the Articles of Incorporation was unanimously adopted by Shareholders and the Directors owning one hundred (100%) percent of the issued and outstanding stock of the Corporation at a special meeting of the Shareholders and Directors held on October 17, 1997 in a manner prescribed by the Florida General Corporation Act, Section 607.1003.

A. ARTICLE I is hereby deleted and there shall be substituted therefore the following:

ARTICLE I

The name of this corporation shall be With Homecare Corp.

3. Except as modified herein the Articles of Incorporation of the above-named corporation remain in full force and effect.

WITH HOMECARE CORP.

By: 

Samuel J. Cantor, President

ATTEST: 

David L. Parker, Secretary

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