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K.S.C.
KIND SELMAN CLAIRE

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

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* Also Admitted in New Jersey
** Certified Public Accountant

April 12, 2000

VIA FEDERAL EXPRESS

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*****35.00 *****35.00

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

RE: We Care of the Palm Beaches, Inc.

Dear Sir/Madam:

Enclosed please find check in the amount of \$35.00 for filing of Articles of Amendment to the Articles of Incorporation for the above-referenced corporation.

Your expediency in returning the filed Articles of Amendment is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire, Esq.

FILED
00 APR 13 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIC/cg
Enclosures/chk.

Amend

T. LEWIS APR 20 2000

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

WE CARE OF THE PALM BEACHES, INC.

FILED
00 APR 13 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Article of Incorporation:

FIRST:

The amount of shares shall be increased to Ten Million (10,000,000) shares.

SECOND:

The effective date of this amendment is April 7th, 2000.

THIRD:

The foregoing Amendment(s) was adopted by the Board of Directors and approved by the unanimous consent of all Shareholders of the Corporation on April 7th, 2000.

Signed this 7th day of April, 2000.

WE CARE OF THE PALM BEACHES, INC.

BY: William Fliegelman
William Fliegelman, President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of April, 2000, by William Fliegelman, President of We Care of the Palm Beaches, Inc. who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

My commission expires:

Robert Claire
NOTARY PUBLIC



Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.