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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS ATTORNEYS AND COUNSELORS AT LAW Writer's Direct Dial 561 391 5555 Facsimile 561 395 5012

Edward L. Kind, P.A. Richard M. Selman, P.A.* Robert I. Claire, P.A.**

* Also Admitted in New Jersey ** Certified Public Accountant

April 12, 2000

VIA FEDERAL EXPRESS

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 sall our office.

Robert I. Claire, Esq.

RIC/cg

Enclosures/chk.

FILEU MR 13 M II: 02 CRETARY OF STATE LANASSEE, FLORID

T. LEWIS APR 2 0 2000

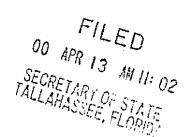
Schever International Plaza 7280 West Palmetto Park Road | Suite 106
| Boca Raton | Florida 33433

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF



WE CARE OF THE PALM BEACHES, INC.

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 $\frac{7}{2000}$, 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 7ⁿ⁺, 2000.

Signed this 7ⁿ⁺ day of April, 2000.

WE CARE OF THE PALM BEACHES, INC.

BY: William Fliegelman, President

STATE OF FLORIDA

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this Z 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:

NØTARY PUBLIC

