CAPITAL CONNECTION, INC.

117 E. Virginia Steet, Suite 1 - Inflator-see, Florida - O 802 (901) 224 8870 - 1 800 M2 8062 - Fax (901) 227 1222

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SENIOR SERVICES AMERICA, INC.

Pursuant to the provisions of §607.1003, Florida Statutes and §607.1006, Florida Statutes the undersigned, being the duly elected and serving president of SENIOR SERVICES AMERICA, INC. (the "Corporation"), does hereby execute, on behalf of the Corporation, the following Articles of Amendment to the Corporation's Articles of Incorporation, which amendment was approved by unanimous vote of the shareholders and directors of the Corporation on the 13th day of June, 1997:

§1. The classes of shares and total number of shares of each class authorized by the Corporation is hereby amended to change the number of shares of common stock authorized to be issued. Accordingly, article iv of the Corporation's Articles of Incorporation is hereby amended to authorize the foregoing and shall read in its entirety as follows:

"Article VI - Capital Stock: The corporation is hereby authorized to issue one class of capital stock, which shall be denominated as "common stock" for the purposes of prescribing a distinguishing designation for such class. The preferences, limitations and relative rights of such class of stock are as follows: registered owners thereof shall have full and unlimited rights to vote for all matters requiring shareholder approval either under the corporation's bylaws or under applicable Florida law. The total number of shares of common stock that the corporation is authorized to issue is Fifty Million (50,000,000) shares, and all such shares shall have a par value of \$.001 per share.

The corporation shall be authorized, on the affirmative vote of the board of directors, to issue share dividends pursuant to § 607.0623, Florida Statutes.

- §2. The Articles of Incorporation, as hereby amended, shall remain in full force and effect in all other particulars.
- §4. These Articles of Amendment have been adopted and approved by unanimous consent of the registered owners of, or persons otherwise having the authority to vote, all issued and outstanding common stock of the Corporation, which is the only authorized and outstanding class of stock of the Corporation, and the number of votes cast in favor of the amendment specified in these Articles of

Amendment was sufficient for approval by said owners of the common stock. These Articles of Amendment have also been approved by unanimous consent of the shareholders acting in lieu of directors of the Corporation pursuant to \$607.0803, Florida Statutes on the 13th day of June, 1997 and shall take effect immediately.

IN WITNESS WHEREOF, these Articles of Amendment have been executed in the name and on behalf of SENIOR SERVICES AMERICA, INC. by its undersigned president this 13th day of June, 1997.

SENIOR SERVICES AMERICA, INC.

Andrew I Funnally president