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Patricia Piggott

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CUSTOMER NO: 8796A

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DOMESTIC AMENDMENT FILING

NAME: ENTRUSTED HEALTH MANAGEMENT
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 MAR 12 AM 11:33
DIVISION OF CORPORATION

FILED
98 MAR 12 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/12
John Amend
C.C.

FILED

98 MAR 12 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ENTRUSTED HEALTH MANAGEMENT SERVICES, INC.

1. The name of the corporation is Entrusted Health Management Services, Inc. (the "Corporation").

2. Pursuant to Section 607.1006 of the Florida Statutes, Article IV of the Articles of Incorporation of the Corporation, is hereby amended to read as follows:

ARTICLE IV-CAPITAL STOCK

Shares Authorized. The aggregate number of shares of stock which this corporation shall have authority to issue shall be twelve million (12,000,000) shares of which ten million (10,000,000) shares shall be of Common Stock (each with a par value of \$.001) and two million (2,000,000) shares shall be Preferred Stock (each with a par value of \$.001).

A. Preferred Stock. Shares of Preferred Stock may be issued from time to time, in one or more series, with such designations, assigned values, preferences and relative, participating, optional or other rights, qualifications, limitation or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in a certificate made, executed, acknowledge, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series.

Except as limited elsewhere in this Article IV, the rights, preferences and privileges of the shares in any series shall be determined by the Board of Directors who shall have the power to decide on the following terms:

- (a) whether the shares of preferred stock shall be participating;
- (b) the dividend rate or rates, if any, on the shares of preferred stock and the relation which dividends of preferred stock shall bear to the dividends payable on any other class or classes or of any other series of any class or classes of capital stock of the corporation;
- (c) the terms and conditions upon which and the periods in respect to which any such dividends shall be payable;
- (d) whether and upon what conditions any dividends of preferred stock shall be cumulative, and if cumulative, the date or dates from which dividends shall accumulate;

(e) whether the shares shall be limited in dividends, if any or whether they shall participate in dividends over and above the dividend rate, if any, provided for the shares;

(f) whether any such dividends shall be payable in cash, in shares of such series, in shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, or in other property, or in more than one of the foregoing;

(g) whether the shares of preferred stock shall be redeemable or callable, the limitations and restrictions with respect to such redemption or call, the time or times of redemption, and the price or prices (which may be greater than par value) at which and the manner in which shares shall be redeemable or callable, including the manner of selecting shares for redemption if less than all shares are to be redeemed or called;

(h) whether the shares of preferred stock shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether and upon what conditions the purchase, retirement or sinking fund shall be cumulative or non-cumulative, and the extent to which and the manner in which the fund shall be applied to the purchase or redemption of the shares for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(i) the terms on which preferred stock shall be convertible into or exchangeable for shares of any other class or classes of capital stock of the corporation, and the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;

(j) the extent to which holders of preferred stock shall be entitled to vote generally with respect to matters relating to the corporation and the matters on which the holders of preferred stock shall be entitled to vote as a class;

(k) the preferences in respect to the assets of the corporation upon liquidation or winding up of the corporation including the amount (which may be greater than par value) payable to holders of preferred stock before any amount is payable to holders of common stock;

(l) any other preferences, privileges and powers, and relative, participating, optional or other special rights and qualifications or limitations or restrictions which the Board of Directors may deem advisable, provided they are not inconsistent with the provisions of these Articles of Incorporation.

All shares of preferred stock shall be of equal rank, and shall be identical in all respects except in respect of the particulars that may be fixed by the Board of Directors as herein above provided. All shares of each series shall be identical in all respects.

B. Common Stock

(a) Whenever cash dividends upon the preferred stock at the time outstanding, to the extent of the preference to which such stock is entitled, shall have been paid in full for all past

dividend periods or declared and set apart for payment, such dividends, payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors, and paid from time to time to the holders of common stock out of the remaining net profit or surplus of the corporation.

(b) In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the preferred stock of the full amounts to which they shall be entitled, as provided by the Board of Directors in the resolution or resolutions by which it authorized the issuance of such stock, shall be divided and distributed among the holders of the common stock according to their respective shares.

3. Pursuant to Section 607.1005, Florida Statutes, the foregoing Articles of Amendment were authorized by a majority of the Board of Directors of the Corporation at a meeting held on February 12, 1998. As of February 12, 1998, the Corporation had not issued any shares, and shareholder action was not required to adopt the Articles of Amendment.

IN WITNESS WHEREOF, Entrusted Health Management Services, Inc. has caused these Articles of Amendment to be executed on this 12th day of February, 1998.

ENTRUSTED HEALTH MANAGEMENT
SERVICES, INC.

By: Richard G. Trapp
Richard G. Trapp, Director and President