

CORPORATE
ACCESS,
INC.

P97000021678

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Amendment

Share

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Nicoro, Inc.
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Document Examiner	DOH
Updater	DOH
Update Verifier	DOH
Acknowledgement	DOH
W.P. Verifier	DOH

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

ARTICLES OF SHARE EXCHANGE

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

FILED
98 MAR 19 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, having adopted a Plan of Reorganization and pursuant to section 607.1105 of the Florida Statutes, hereby adopt these Articles of Share Exchange. The name of the acquiring corporation is NICORE, INC., a Florida corporation, authorized to do business in the State of Florida. The name of the corporation whose stock is to be acquired is NICORE EQUIPMENT & LEASING, INC.

Approval by Shareholders and Directors

The Plan of Reorganization of the undersigned corporations was adopted and agreed to on March 13, 1998 by the requisite Shareholders and Directors of NICORE, INC. and NICORE EQUIPMENT & LEASING, INC. pursuant to Section 607.1103 of the Florida Business Corporation Act and the same shall be applicable to each.

Effective Date

In accordance with Florida Statute 607.1105, the effective date of the share exchange shall be on the date of filing of these Articles of Share Exchange.

Plan of Exchange

The Plan of Reorganization provides for NICORE, INC. to acquire all of the outstanding stock of NICORE EQUIPMENT & LEASING, INC. in exchange solely for the stock of NICORE, INC. The certificates representing the shares of stock of the acquired corporation, being NICORE EQUIPMENT & LEASING, INC., or evidence of the ownership interest therein, have been transferred and delivered to NICORE EQUIPMENT & LEASING, INC., on the date as set forth above.

IN WITNESS WHEREOF, NICORE, INC. and NICORE EQUIPMENT & LEASING, INC. have caused the respective corporate names to be signed hereto by the authorized and duly appointed officers, directors or Managing Directors and acknowledged accordingly on this 13th day of March, 1998.

ATTEST:

Sign:

Print:

Secretary

(SEAL)

NICORE, INC.

By:

President

By:

[Signature]
Guy LaBarbera
Secretary

(SEAL)

NICORE EQUIPMENT & LEASING,
INC.

By:

[Signature]
Michael J. Kittay
President

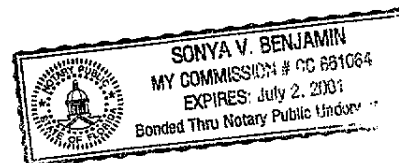
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared MICHAEL J. KITTAY, M.D., President of NICORE, INC., to me well known to be the person described in and who executed the foregoing Articles of Share Exchange in his capacity as President of said corporation, or who produced _____ as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 13th day of March, 1998.

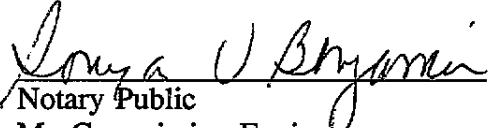
[Signature]
Notary Public
My Commission Expires.

STATE OF FLORIDA
COUNTY OF PINELLAS



BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared MICHAEL J. KITTAY, M.D., as President of NICORE EQUIPMENT & LEASING, INC., to me well known to be the person described in and who executed the foregoing Articles of Share Exchange in his capacity as President of said corporation, or who produced _____ as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 13th day of March, 1998.


Notary Public
My Commission Expires:

