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December 11, 1997

Via Federal Express

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

300002370603--6
-12/12/97--01053--006
*****87.50 *****87.50

RE: Request for Filing Articles of Amendment of Articles of Incorporation of Total LifeStyle Care, Inc.

Dear Sir or Madam:

Please file with the Corporations Division of the Florida Secretary of State the enclosed original Articles of Amendment of the Articles of Incorporation of Total LifeStyle Care, Inc. ("Corporation"). I have included the original document for filing and a copy of the same. Upon filing the Articles of Amendment, please date-stamp the copy and return it to me via the enclosed Federal Express mailer, along with a certified copy of the as-filed Articles of Amendment.

The combined fee for this filing and the certified document request is eighty-seven dollars and fifty cents (\$87.50). Enclosed please find a check covering the combined filing fee for this request.

Should you have any questions regarding this filing request, please feel free to contact me at (202) 408-7178. Thank you for your assistance with this matter.

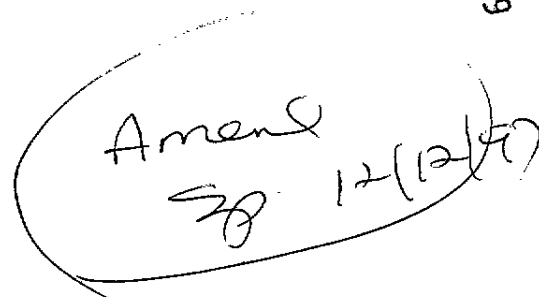
Sincerely yours,


Tracy E. Weir
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 11:29

enc.: Articles of Amendment (1 original and 1 copy)
Fees
Return Federal Express mailer

cc: Martha Porro (w/enc.)
Christopher L. White, Esq. (w/enc.)


Amend
SP 12/12/97

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOTAL LIFESTYLE CARE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 11:29

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned officer, acting upon resolutions of the Board of Directors, hereby adopts the following Articles of Amendment to the Articles of Incorporation of Total LifeStyle Care, Inc.:

FIRST: The name of the corporation is Total LifeStyle Care, Inc. (hereinafter the "Corporation").

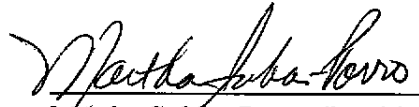
SECOND: The following amendment to Article 2 of the Articles of Incorporation of the Corporation was adopted pursuant to Section 607.1002 of the Florida Business Corporation Act:

The street address/mailling address of the corporation is:

ARTICLE 2: 3550 Biscayne Blvd., Suite 507-A
Miami, FL 33137

THIRD: The amendment was adopted by the Board of Directors by unanimous written consent effective November 17, 1997, and shareholder action was not required.

The undersigned officer of the Corporation declares that the facts herein stated are true as of this 24th day of November, 1997.


Martha Subias Porro, President
Total LifeStyle Care, Inc.