

HIGHLANDS ALTERNATIVE MEDICAL CLINIC Inc.
5825 US 27 North
Sebring, FL 33870

P97000047334

November 1, 1999

Florida Department of State
409 E Gaines Street
Tallahassee, FL 32399

700003032337--5
-11/15/99--01022--005
*****8.75 *****8.75

Attn: Dept. Of Corporations


700003032337--5
-11/02/99--01059--004
*****35.00 *****35.00

Dear Sir:

Enclosed please find the paperwork necessary for a name change on the corporation from Sunshine Benefit Services Inc. to Highlands Alternative Medical Clinic, Inc. Also enclosed is a check in the amount of \$35.00 for this change. I am also enclosing a UPS return prepaid overnight envelope in order that we may receive this at your earliest convenience.

Thank you for your help on this matter.

Sincerely,


Darlyne M. Devany
H.R. Director

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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name

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SUNSHINE BENEFIT SERVICES INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: Amendment(s) adopted.

Article 1. Corporate Name. The corporate name is hereby changed from **Sunshine Benefit Services Inc. to HIGHLANDS ALTERNATIVE MEDICAL CLINIC INC.**

Second: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: The shares retained by Fred J. Sandlin and Francisco J. Diaz' Pou and Martin E Erra in the combined amount of 100 shares are hereby returned to the company, Sunshine Benefit Services Inc. for cancellation. The new shares issued are as follows:

Fred J. Sandlin	-	25%
Jack E. Young, M.D.	-	25%
Cal Bower	-	25%
Mary Bower	-	25%

Third: The officers of the corporation were hereby changed to the following:

Fred J. Sandlin	-	President/Director
Jack E. Young, M.D.	-	Director
Cal Bower	-	Director
Mary Bower	-	Director

Fourth: The date of each amendment's adoption is November 1, 1999.

Fifth: Adoption of Amendments. The Amendment(s) changes were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed 1st day of November , 1999.


Fred J. Sandlin

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MINUTES OF JOINT SPECIAL MEETING OF
STOCKHOLDERS & DIRECTORS
SUNSHINE BENEFIT SERVICES INC.

The joint special meeting of Stockholders and Directors of SUNSHINE BENEFIT SERVICES INC. , a Florida corporation, of Sebring, Florida was held at the offices of 5825 US 27 North, Sebring, FL on November, 1999, at 5:00 P.M.


The meeting was called to order by the President, Fred J. Sandlin. Francisco J. Diaz'Pou and Martin E. Erra the stockholders and directors present.

The purpose of this meeting was for a name change of the company from SUNSHINE BENEFIT SERVICES INC. To HIGHLANDS ALTERNATIVE MEDICAL CENTER INC. Upon a motion being made by Fred Sandlin and seconded by Martin E. Erra and by vote the name of the company will be changed to HIGHLANDS ALTERNATIVE MEDICAL CENTER INC.

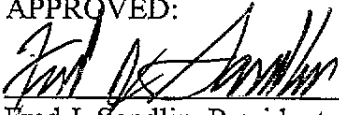
Next the election of new officers for the upcoming year. There was a motion and second that the officers will be Fred J. Sandlin, President/Director, Jack E. Young, M.D., Director, Cal Bower, Director and Mary Bower, Director. Therefore, with a new Board of Directors in place they accepted the resignation of Francisco J. Diaz'Pou and Martin E. Erra. Their shares will be returned to the company for cancellation.

New shares will be issued as follows: Fred J. Sandlin - 25%, Jack E. Young, M.D., 25%, Cal Bower, 25% and Mary Bower 25%.

There being no further business to come before the corporation at this time, a Motion was made, seconded and carried to adjourn the meeting.


Cal Bower, Secretary

APPROVED:


Fred J. Sandlin, President

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