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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PHARMA HOMECARE AND MEDS, INC.  
AUDIT NUMBER.....H97000018733  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
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Amendment  
11/12/97

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PHARMA HOMECARE AND MEDS, INC.

AUDIT NUMBER.....H97000018733

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES.....

13

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11-12-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 12, 1997

PHARMA HOMECARE AND MEDS, INC.  
9734 S.W. 24TH STREET  
SUITE B  
MIAMI, FL 33165

SUBJECT: PHARMA HOMECARE AND MEDS, INC.  
REF: P97000074160

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000018733  
Letter Number: 397A00054316

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DIVISION OF CORPORATIONS

447000018733

**ARTICLES OF AMENDMENT  
FOR  
PHARMA HOMECARE AND MEDS, INC.**

TO: The Florida Department of State

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above named Corporation are amended as follows:

1. Article V, Principal Office, "The principal place of business and mailing address is 9734 S.W. 24th Street, Suite B, Miami, Florida 33165" to be amended to "The principal place of business and mailing address is 9734 S.W. 24 Street, Suite B-102, Miami, Florida 33165."

2. Article VII, Directors, "The number of directors constituting the initial board of directors of the corporation shall be one (1) director" to be amended to "The number of directors constituting the board of directors of the corporation shall be four (4) directors. The name and address of each director is:

Aida Mendez	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165
Frank Riguiero	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165
Aida Maria Riguiero	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165
Orlando Mendez	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165"

3. Article XI, Officers, shall be added to the Articles of Incorporation and shall be stated as "ARTICLE XI, OFFICERS, The name, title and address of each officer of the corporation is:

Aida Maria Rigueiro	President	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165
Frank Riguiero	Vice President	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165
Aida Mendez	Treasurer	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165
Orlando Mendez	Secretary	9734 S.W. 24 Street, Ste. B-102, Miami, Florida 33165"

4. The foregoing amendment was adopted by the Board of Directors pursuant to Section 607.1002, Florida Statutes, without action by the Shareholders. The effective date of the amendment is November 7, 1997.

Executed on: November 7, 1997

*Prepared By: Jose R. Pujols, Esq.  
2701 S.W. LeJeune Rd. Ste. 401  
Coral Gables, FL 33134  
(FON 936911)  
(305) 569-9533*

*Aida Maria Rigueiro*  
Name: AIDA MARIA RIGUEIRO  
Title: PRESIDENT / DIRECTOR

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

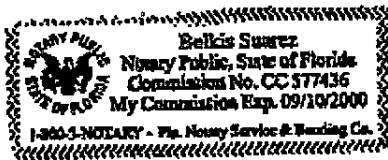
TOTAL P.04

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STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me on November 7, 1997,  
by Aida Maria Liguero President of Pharma Homecare and Meds, Inc., a Florida  
Corporation, on behalf of the Corporation. In Witness Whereof, I here sign and set my seal.

Belkis Suarez  
Notary Public  
My Commission Expires:



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