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BASIC AMENDMENT

WELL AMERICA GROUP, INC.

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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WELL AMERICA GROUP, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, Well America Group, Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Well America Group, Inc.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of the corporation be amended by deleting paragraph (1) in Article III in its entirety and by inserting, in lieu thereof, the following new paragraph (1) into Article III:

(1) Authorized Capital Stock The aggregate number of shares which the corporation shall have authority to issue is 110,000,000, consisting of 100,000,000 shares of Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.01 par value per share.

3. The date of the adoption of the amendment by the shareholders of the corporation was April 6, 2000.
4. The number of votes cast for the amendment by the shareholders of the corporation was sufficient for approval.

Dated: April 3, 2000.

WELL AMERICA GROUP, INC.

By *Geoffrey A. Cole*
Name: Geoffrey A. Cole, Sr.
Title: President

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