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BASIC AMENDMENT

SHPS, INC.

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Amendment
04/29/04

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SHPS, INC.
ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION

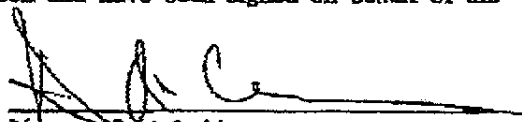
Pursuant to Sections 601.1003 and 607.1006 of the Florida Business Corporation Act, SHPS, Inc. (the "Corporation") hereby adopts the following amendment to the Corporation's Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), as filed with the Florida Secretary of State on February 5, 2003:

FIRST: The name of the Corporation is SHPS, Inc.

SECOND: The first paragraph of paragraph 2.1 of Article 2 of the Corporation's Articles of Incorporation is amended and restated as follows:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Twenty-one Million One Hundred Thousand (21,100,000) shares, consisting of 300,000 shares of Series A Preferred Stock, \$.01 par value (the "Series A Preferred Stock"), 800,000 shares of Series B Preferred Stock, \$.01 par value (the "Series B Preferred Stock"), and 20,000,000 shares of Common Stock, \$.01 par value ("Common Stock"). All cross-references in each subdivision of this Article 2 refer to other paragraphs in such subdivision unless otherwise indicated.

IN WITNESS WHEREOF, these Articles of Amendment have been approved by the required number of shareholders of the Corporation and have been signed on behalf of the Corporation this 28th day of April, 2004.


Name: David A. Nelson
Title: President and Chief Executive Officer