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LAW OFFICES

MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE

SUITE 1070

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

FAX (305) 373-3739

December 12, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 18 PM 3:11

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

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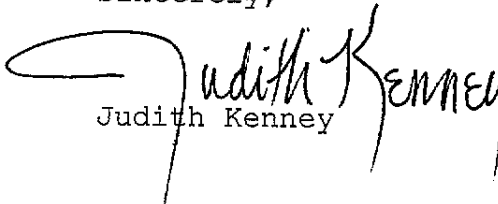
*****35.00 *****35.00

Re: MANGO HEALTH BENEFITS CORPORATION (the "Company")

Ladies and Gentlemen:

Enclosed please find original Articles of Amendment to increase the number of authorized shares of the Company along with our check in the amount of Thirty-Five Dollars (\$35.00) for the filing fee. If you have any questions or need any additional information, please contact me.

Sincerely,


Judith Kenney

Enclosures

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Amend.

V SHEPARD DEC 2 / 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MANGO HEALTH BENEFITS CORPORATION

1. The name of the corporation filing these Articles of Amendment is Mango Health Benefits Corporation (the "Corporation").

2. Article III of the Articles of Incorporation of the Corporation is amended as follows to increase the number of shares of common stock that the Corporation is authorized to issue:

ARTICLE III- CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 5,000,000 shares of common stock having a par value of \$.10 per share.

3. The foregoing amendment was duly adopted by written consent of the sole director and shareholder of the Corporation on December 4, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation has executed these Articles of Amendment on behalf of the Corporation on this 4th day of December, 2001.

MANGO HEALTH BENEFITS CORP.

By: Robert Briskin

President & Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 4th day of December, 2001 by Robert A. Briskin, M.D., President and Secretary, on behalf of Mango Health Benefits Corporation. He is personally known to me and/or produced _____ as identification and did not take an oath.



Gloria Newman
My Commission CC746126
Expires July 12, 2002

Gloria Newman

12/5/2001

Notary Public