



P98000007309

ACCOUNT NO. : 072100000032

REFERENCE : 734759 4303929

AUTHORIZATION :

*Patricia P. [signature]*

COST LIMIT : \$ 87.50

ORDER DATE : March 10, 1998

ORDER TIME : 10:21 AM

ORDER NO. : 734759-005

CUSTOMER NO: 4303929

000002452400--1

CUSTOMER: Myrna Golinsky, Legal Asst  
Greenberg Traurig  
1221 Brickell Avenue

Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: WORLD TELEHEALTH CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

3/10  
Amended  
C.C.  
FILED  
98 MAR 10 PM 3:04  
RECEIVED  
98 MAR 10 AM 11:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WORLD TELEHEALTH CORPORATION**

**FILED**  
98 MAR 10 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **WORLD TELEHEALTH CORPORATION** (the "Corporation"), **Charter #P98000007309**, filed on January 23, 1998.

2. The following Amendment to the Articles of Incorporation was adopted by the all of the Directors of the Corporation and by all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on March 6, 1998 in the manner prescribed by Section 607.1003 of the Act:

**RESOLVED**, that Article III of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE III**


The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
25,000,000	\$.01	common

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**IN WITNESS WHEREOF**, the undersigned being the Secretary of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of **WORLD TELEHEALTH CORPORATION** this 6 day of March, 1998.

**WORLD TELEHEALTH CORPORATION,**  
a Florida corporation

BY:   
Matthew Weber, Secretary