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June 29, 1998

Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Doc-U-Care Centers of Tampa, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$87.50 in payment of the filing fee and certified copy for such Amendment.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to
Jeremy P. Ross

/bar
Enclosures
155031

FILED
98 JUL -1 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 7/3

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-07/01/98--01063-015
*****87.50 *****87.50

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF DOC-U-CARE CENTERS OF TAMPA, INC.

DOC-U-CARE CENTERS OF TAMPA, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation hereby amends its Articles of Incorporation to change its authorized capital from 7,500 shares of common voting stock, \$1.00 par value, to 8,000,000 shares of common voting stock, \$.001 par value; and, in that regard, Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and there is substituted in lieu thereof, also to be designated as Article III, the following material:

ARTICLE III
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 8,000,000 shares of common stock, \$.001 par value (the "Common Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

.....

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1005 and .1006, Florida Statutes, the sole shareholder of the Corporation and all directors having executed a written statement, dated June 18, 1998, manifesting their intentions that the amendment be adopted.

4. The amendment recited in Section 1 above has been duly approved by the shareholders of the Corporation in accordance with the provisions of §607.1006, Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, DOC-U-CARE CENTERS OF TAMPA, INC. has caused these Articles of Amendment to be prepared under the signature of its President this 22 day of June 1998.

DOC-U-CARE CENTERS OF TAMPA, INC.

By: Jerry M. Keller 6-22-98
Jerry M. Keller, President

FILED
JUL -1 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN ACTION OF THE
SOLE SHAREHOLDER
AND ALL MEMBERS OF THE BOARD OF DIRECTORS OF
DOC-U-CARE CENTERS OF TAMPA, INC.

The undersigned, being the holder of all issued and outstanding shares of the common voting stock of DOC-U-CARE CENTERS OF TAMPA, INC., a Florida corporation (the "Corporation"), as well as all of the elected members of its Board of Directors, hereby take the following written actions in lieu of holding a meeting to consider and act upon the same, as authorized by §§607.0704 and .0821, Florida Statutes, and not being otherwise proscribed by the Corporation's bylaws:

1. It is deemed advisable and in the best interests of the Corporation and its undersigned shareholder to amend the Corporation's Articles of Incorporation to change its authorized capital from 7,500 shares of common voting stock, \$1.00 par value, to 8,000,000 shares of common voting stock, \$.001 par value, and each of the officers of the Corporation is authorized and directed to prepare, execute and file with the Florida Department of State Articles of Amendment to the Corporation's Articles of Incorporation in the form of Exhibit A hereto so that the action hereby taken will be effective under Florida law.

Dated: June 18, 1998

DOC-U-CARE, INC.,
Sole shareholder

By: Jerry M. Keller 6-22-98
Jerry M. Keller, President

Jerry M. Keller 6-22-98
Jerry M. Keller, Director