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September 10, 1998

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

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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
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TALLAHASSEE, FLORIDA

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308 Amendment
Cert Copy on 9-11-98

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. On July 1, 1998, Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Florida Department of State. As so filed, such Articles of Amendment sought to amend and replace the article within the Corporation's Articles of Incorporation wherein the Corporation's capitalization was established. Through ministerial error the Articles of Amendment identified the article to be amended and replaced as Article III, whereas in actuality it was Article IV that should have been amended. The result of that oversight was to create two Articles (III and IV), each dealing with capitalization in a separate and conflicting manner, and to eliminate the pre-existing Article III which dealt with the general nature of the Corporation's business.

2. To correct that error, the existing Article III of the Corporation's Articles of Incorporation is hereby redesignated as Article IV, the pre-existing Article IV is deleted in its entirety and no replacement is made therefor, and a new Article III is created, such that Articles III and IV of the Corporation's Articles of Incorporation shall, upon the filing of these Articles of Amendment, contain the following material:

ARTICLE III
General Nature of Business

The corporation may transact any lawful business for which corporations may incorporated under Florida law.

ARTICLE IV
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.

.....

3. 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.

4. 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

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Corporation and all directors having executed a written statement, dated August 26, 1998, manifesting their intentions that the amendment be adopted.

5. 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 26th day of August 1998.

DOC-U-CARE CENTERS OF TAMPA, INC.

By: Jerry M. Keller
Jerry M. Keller, President

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