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September 21, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Doc-U-Care Centers, Inc.

900002647179--8

-09/23/98--01061--006

*****87.50 *****87.50

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

FILED
98 SEP 23 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/bar
Enclosures

Amend.

VS SEP 28 1998

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

DOC-U-CARE CENTERS, 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 100,000 shares of common voting stock, \$.001 par value, to 10,000,000 shares of common voting stock, \$.001 par value; and, in that regard, Article IV 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 IV, the following material:

ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 10,000,000 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 September 8, 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, INC. has caused these Articles of Amendment to be prepared under the signature of its President this 9th day of September 1998.

DOC-U-CARE CENTERS, INC.

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

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