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May 25, 1999

P98000065776

Corporate Records Bureau
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office amended Articles of Incorporation.

Pursuant to Florida Statutes, I am enclosing the following fees:

Filing of Amendment	\$35.00
Certified Copy	8.75

TOTAL FEES \$43.75

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,



Robert B. Wallace
Attorney at Law

RBW/dlc
Enclosures

Amend
6-7-99
MKS

200002889522--3
-05/28/99-01058--003
*****43.75 *****43.75

FILED
99 MAY 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARENET, INC.

FILED
99 MAY 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of CareNet, Inc. are amended to read as follows:

VI.
CAPITAL STOCK


This corporation is authorized to issue two million shares of one-half cent par value common stock which shall be designated "Class A Shares" and two million shares of non-voting common shares of two cent per share par value, which shall be designated "Class B Shares." The relative rights, privileges and limitations of the Class A Shares and the Class B Shares shall be in all other respects identical, share for share.

2. The foregoing amendment was adopted by all of the incorporators of this corporation before the issuance of any shares on May 25, 1999.

IN WITNESS WHEREOF the undersigned incorporators have executed these Articles of Amendment on May 25, 1999.



Allen Okie



William Shields