P98000072142

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BASIC AMENDMENT

CLAIMTRUST, INC.

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Amendment
10/29/01
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**ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CLAIMTRUST, INC.**

The following provisions of the Articles of Incorporation of ClaimTrust, Inc., a Florida corporation (the "Corporation"), originally filed with the Department of State on August 18, 1998, amended and restated and filed with the Department of State on December 1, 1999, and amended and filed with the Department of State on February 15, 2001, and further amended and filed with the Department of State on April 10, 2001 under document number P98000072142 be and they are hereby, further amended as shown below:

1. The first paragraph of Article 5, Section 5.1 of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE 5 - CAPITAL STOCK

Section 5.1. Authorized Shares. The total number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock (the "Common Shares"or "Common Stock") of which 9,000,000 are Class A Common Stock (the "Class A Common Shares" or "Class A Common Stock") and 1,000,000 are Class B Common Stock (the "Class B Common Shares" or "Class B Common Stock"), and 5,000,000 shares of preferred stock (the "Preferred Shares" or "Preferred Stock"). The Board of Directors is authorized to provide for the issuance of such Preferred Stock in such classes and/or series as it may from time to time determine, and, by filing the appropriate Articles of Amendment to these Articles of Incorporation with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class or series of Preferred Stock and the preferences, limitations, and relative rights of each class or series of Preferred Stock. All Common Stock and all Preferred Stock shall have a par value of $.01.

The foregoing amendment was approved by a Consent Action by the Majority Class A Shareholders and the Class B Shareholder of this Corporation, dated the 28th day of June, 2001. The approval of a majority of the issued and outstanding Class A Common Shares, voting as a separate voting group, and the approval of a majority of the issued and outstanding Class B Common Shares, voting as a separate voting group, were required. The number of votes cast by the holders of the Class A Common Shares and the Class B Common Shares in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 24th day of October, 2001.

A. Joseph Ferro, President

This instrument was prepared by:

William J. Gross, Esq.
FL Bar No.: 0898678
Tripp Scott, PA
PO Box 14245
Ft. Lauderdale, FL 33302
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