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March 16, 1999

400002810074--7 -03/18/99--01030--001 *****35.00 *****35.00

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

Re: Articles of Amendment to Articles of _______ Incorporation of Wellness Lifetime Resources, Inc.

Dear Sir or Madam:

Enclosed herewith please find original and one copy of Articles of Amendment for the above-referenced corporation. Also enclosed please find our firm's check in the amount of \$35.00 representing the filing fee.

Please file the original and return the copy of the Articles of Amendment stamped received together with the certificate and corporate number in the enclosed prepaid envelope provided for your convenience.

Thank you and if you have any questions, please do not hesitate to contact this office.

Very truly yours,

zteven I. Greenwald

SIG/d

Enclosure

N.C. = 3,22-99 = CC

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

 WELLNESS	LIFETIME	RESOURCES,	INC.	
((present name)			

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - AMENDED TO CHANGE NAME

The name of the corporation shall be: WELLNESS RESOURCES, INC.



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ŢĦĪŔD:	The date of each amendment's adoption: March 12 1999
	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
Q	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
1	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
S	igned this 1274 day of March , 19 99.
Signature	Judith Turner
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Judith Turner
	Typed or printed name
	Incorporator
	Title