



P98000085627

ACCOUNT NO. : 072100000032

REFERENCE : 891165 4310694

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 35.00

ORDER DATE : November 8, 2000

ORDER TIME : 9:54 AM

Amended

ORDER NO. : 891165-005

CUSTOMER NO: 4310694

CUSTOMER: Ms. Cristina Armas
Broad And Cassel
Ste 3000, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

FILED
00 NOV -8 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: OUTREACH PROGRAMS, INC.

000003456960--8

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 1116

EXAMINER'S INITIALS:

AR

11/8/00

RECEIVED
00 NOV -8 AM 10:13
DIVISION OF CORPORATE
REGISTRATION
TALLAHASSEE, FLORIDA

EXHIBIT 11 (B)
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OUTREACH PROGRAMS, INC.

00 NOV -8 PM 12:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William Guthrie, President and Matthew Green, Secretary of Outreach Programs, Inc., a Florida corporation (the "Corporation"), organized and existing under and by virtue of the Florida Business Corporation Act, joined by Ralph Rosenberg as authorized representative of the Corporation's sole stock holder, do hereby certify that:

1. The name of the Corporation is Outreach Programs, Inc., and its document number is P98000085627.
2. The following Article to the Articles of Incorporation of the Corporation is added as follows:

ARTICLE VIII – RESTRICTION ON ISSUANCE OF ADDITIONAL SHARES

As of October 20, 2000, the total numbers of shares of stock of the Corporation which are issued and outstanding is 100. The Corporation has entered into a certain transaction with Cyber-Care, Inc., a Florida corporation, formerly known as Medical Industries of America, Inc. (hereinafter referred to as "Cyber-Care") whereby the Corporation has agreed to preclude the issuance of any shares of capital stock in the Corporation (other than those shares now outstanding) until such time as the Corporation has paid Cyber-Care in full on that certain Promissory Note dated October 20, 2000. Accordingly, until such time as the Articles of Incorporation are amended to delete this Article VIII (which amendment shall be effective only upon the filing with the Florida Secretary of State Division of Corporations of Articles of Amendment reflecting the written joinder of Cyber-Care to eliminate this Article VIII), the Corporation shall not issue any shares of capital stock of the Corporation (excluding only those shares previously issued, as referenced above).

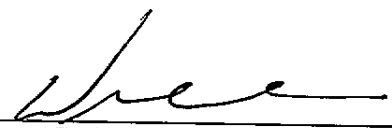
3. The foregoing Amendment was adopted on October 20, 2000, by unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821 of the Florida Statutes and was approved by the shareholders of the Corporation by written consent pursuant to Section 607.0704 of the Florida Statutes, representing the number of votes cast by the shareholders for the Amendment sufficient for approval by the shareholders.

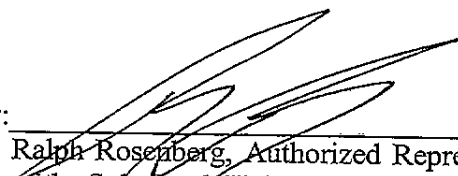
4. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, William Guthrie, President, Ralph Rosenberg, Director, and Matthew Green, Secretary of the Corporation, has executed these Articles of Amendment this 20th day of October, 2000.

OUTREACH PROGRAMS, INC.,
a Florida corporation [SEAL]

By: 
William Guthrie, President

By: 
Ralph Rosenberg, Authorized Representative
of the Sole Stock Holder

By: 
Matthew Green, Secretary