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Account Name : CARUNCHO & MUR, P.A.
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BASIC AMENDMENT

PREFERRED CARE PARTNERS, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	$43.75

AMEND
12-9

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF PREFERRED CARE PARTNERS, INC.

1. Article "V" of the Articles of Incorporation of PREFERRED CARE PARTNERS, INC., is hereby amended as follows:

"ARTICLE V
CAPITAL STOCK

The total authorized capital stock of this Corporation shall consist of the following two (2) classes of common stock:

Class A – 20,000 shares of Class A voting common stock, par value $.001 per share, each holder of Class A stock shall have one vote for each share held of record on all matters submitted to Class A shareholders for shareholder approval. Only persons who are affiliated providers of the provider sponsored organization operated by the Corporation through a valid Provider Agreement with the Corporation may be Class A shareholders. As long as there are shares of Class A stock issued and outstanding, a majority of the directors, in the number set forth in the Bylaws, from time to time, shall be elected by the holders of Class A stock, voting as a class.

Class B – 80,000 shares of Class B voting common stock, par value $.001 per share, each holder of Class B stock shall have one vote for each share held of record on all matters submitted for shareholder approval. As long as there are shares of Class B stock issued and outstanding, the number of directors set forth in the Bylaws, from time to time, shall be elected by the holders of Class B stock, voting as a class; provided, that so long as there are shares of Class A stock issued and outstanding, the number of directors to be elected by Class B shareholders shall be less than 50% of the total number of directors then set forth in the Corporation's Bylaws.

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This instrument prepared by:
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Except as stated herein, there shall be no other distinctions, preferences, qualifications, limitations or restrictions between the two classes of common stock."

2. In accordance with the provisions of Florida Statutes §607.1003, the foregoing amendment was adopted by the unanimous written consent of the Board of Directors and all of the shareholders of the Corporation on the 6th day of December, 1999.

IN WITNESS WHEREOF, the undersigned President and Director of the Corporation have executed these Articles of Amendment to the Articles of Incorporation this 6th day of December, 1999.

JOSEPH L. CARUNCHO, President/Director

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