

GREENBERG
ATTORNEYS AT LAW

TRAURIG

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P98000086626

March 6, 2001

01 MAR -6 PM 12: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

Hand Delivery

400003802504--1
-03/06/01--01071--024
*****35.00 *****35.00

RE: Articles of Amendment - Preferred Care Partners, Inc.

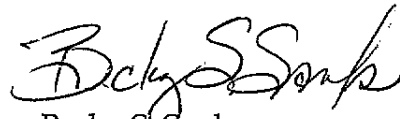
Amendments:

400003802504--1
-03/07/01--01002--023
*****8.75 *****8.75

Enclosed please find an original filing Articles of Amendment along with the filing fee of \$35.

Please contact me at 425-8530 should you have any questions regarding this matter. Thank you.

Sincerely,



Becky S. Sauls

/bss

Enc.

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DIVISION OF CORPORATION

G. OULLIETTE MAR 06 2001

GREENBERG TRAURIG, P.A.

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MIAMI NEW YORK WASHINGTON, D.C. ATLANTA PHILADELPHIA TYSONS CORNER CHICAGO BOSTON PHOENIX WILMINGTON
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 aggregate number of shares that the Corporation shall have authority to issue and have outstanding at any one time is:

- A. 90,000 shares of common stock with a par value of \$.001; and
- B. 10,000 shares of preferred stock with a par value of \$1.00.

Common Stock: The Common Stock shall be divided into two classes as follows:

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 – 70,000 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

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This instrument prepared by:

Annette C. Onorati, Esq.

Fla. Bar No. 989230

2600 Douglas Road

Suite 710

Coral Gables, Florida 33134

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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.

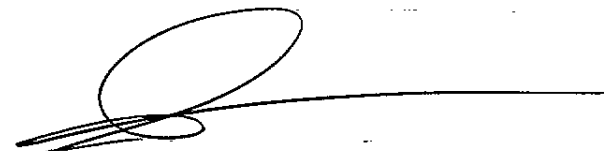
Except as stated herein, there shall be no other distinctions, preferences, qualifications, limitations or restrictions between the two classes of common stock.

Preferred Stock:

Shares of Preferred Stock of the Corporation may be issued from time to time in one or more classes or series, each of which class or series shall have such a distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Florida."

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 2nd day of March, 2001.

IN WITNESS WHEREOF, the undersigned President and Director of the Corporation have executed these Articles of Amendment to the Articles of Incorporation this 2nd day of March, 2001.



JOSEPH L. CARUNCHO, President/Director

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