

P99000028290

DONALD S. GOLDRICH, P. A.
ATTORNEY AT LAW
3200 N.E. 14TH STREET
POMPANO BEACH, FLORIDA 33062
(954) 784-6750
FAX: (954) 784-8950

Also Admitted in New York

May 11, 1999

400002874034--4
-05/13/99-01079-009
*****35.00 *****35.00

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment of Articles of Incorporation of Pioneer Health Care Management, Inc.

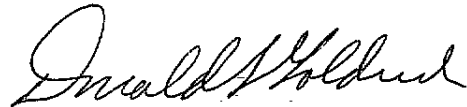
Dear Secretary of State:

Enclosed find original and a copy of the Amendment of the Articles of Incorporation of my client,
Pioneer Health Care Management, Inc.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which
represents the statutory filing fee.

Your assistance is appreciated.

Very truly yours,



Donald S. Goldrich

Enclosures

FILED
99 MAY 13 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend & name change
NFT 5-24-99*

FILED

99 MAY 13 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PIONEER HEALTH CARE MANAGEMENT, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: Article Number 1, name of corporation, is hereby changed to : **Horizon Healthcare Management, Inc.**

Article Number 7, new Board of Directors, shall now be:
**Ted Gumley, 14803 Whatley Rd., Delray Beach, FL
33445**

**Dennis Morley, 4495 Gleneagles Dr., Boynton Beach, FL
33436**

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:

THIRD: The date of each amendment's adoption is May 3, 1999.

FOURTH: Adoption of Amendment:

- _____ The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.
- _____ The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- X The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- _____ The amendment was approved by the shareholders through voting groups.

The number of votes cast for the amendment was sufficient for approval by

(voting group)

Signed this 3rd day of May, 1999.

BY: *Dennis Morley*
Dennis Morley-President