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BASIC AMENDMENT

E-DR. NETWORK, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND
REQ 12-13

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
E-DR. NETWORK, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of E-DR. NETWORK, INC., a Florida corporation (the "Company"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the corporation is E-DR. NETWORK, INC.

SECOND: The Articles of Incorporation of the Company shall be amended to delete Article IV in its entirety and replace it with the following:

ARTICLE IV. AUTHORIZED SHARES

The capital stock of the corporation shall be divided into two classes: Twenty-Five Million (25,000,000) shares of common voting stock, having a par value of \$0.001 per share and Seven Million Five Hundred Thousand (7,500,000) shares of preferred stock, having a par value of \$0.001 per share.

The preferred shares may be issued from time to time in one or more series. The board of directors is authorized to fix the number of shares in each series, the designation thereof, and the relative rights, preferences, and limitations of each series, and specifically the board of directors is authorized to fix with respect to each series: (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to purchase, retirement, or sinking fund provisions; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or series and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restriction, if any, upon creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences, and limitations as shall not be inconsistent with the laws of the State of Florida.

THIRD: The foregoing amendment was adopted effective December 8, 1999, by written consent of the sole shareholder and directors of the Company, in accordance with sections 607.0821 and 607.0704 of the Florida Statutes, constituting a sufficient number of votes for the amendment to be approved.

Prepared by Todd C. Johnson
Holland & Knight LLP (904)353-2000
50 North Laura Street, Suite 3900
Jacksonville, FL 32202
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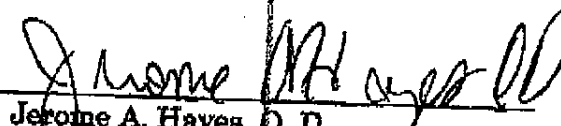
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IN WITNESS WHEREOF, the undersigned Chief Executive Officer of the
Company has executed this instrument effective December 8, 1999.

E-DR. NETWORK, INC.

By:


Jerome A. Hayes, O. D.
Chief Executive Officer

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