

P99000062722

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 28 AM 11:37

January 24, 2002

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-01/28/02--01080--026
*****43.75 *****43.75

Re: AM~PM House Calls USA, Inc.

To Whom It May Concern:

Enclosed herein for filing are Articles of Amendment to the Articles of Incorporation of AM~PM House Calls USA, Inc. I am hereby requesting a certified copy of the Articles. Enclosed is our firm's check in the amount of \$43.75, made payable to the Florida Secretary of State, to cover the fees for filing and certified copy.

Please forward the certified copy to me in the enclosed FedEx envelope, which reflects billing to our account. Thank you.

Sincerely,


Juan C. Martinez

JCM/drs
Enclosures

V SHEPARD JAN 31 2002

Amend.
JB
1/31/02

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AM~PM HOUSE CALLS USA, INC.**

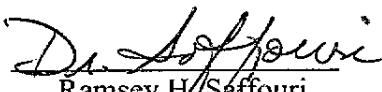
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AM~PM HOUSE CALLS USA, INC., a Florida corporation (the "Corporation"), hereby certifies to the Department of State of Florida and to all concerned that, effective October 17, 2000:

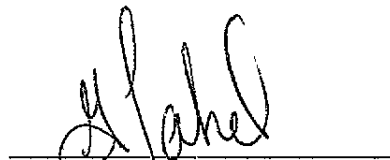
FIRST: The Articles of Incorporation of the Corporation, originally filed on July 7, 1999 under document number P99000062722, which were then amended by Articles of Amendment to the Articles of Incorporation filed on December 30, 1999, are hereby amended to change the number of authorized shares to 1,000,000.

SECOND: The foregoing amendments to the Articles of Incorporation of the Corporation as hereinabove set forth have been unanimously authorized, adopted and approved by all of the shareholders of the Corporation on October 17, 2000.

IN WITNESS WHEREOF, the Corporation has caused these presents to be duly executed on its behalf by its undersigned shareholders on this 17th day of October, 2000.



Ramsey H. Saffouri
Shareholder/Director

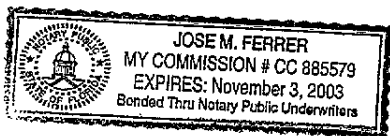


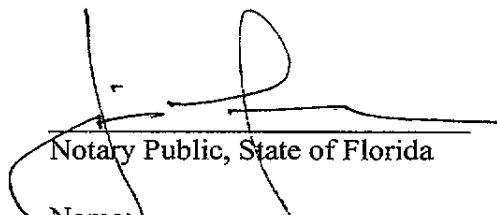
Ghassan E. Fahel
Shareholder/Director

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI -DADE)

BEFORE ME, the undersigned authority, personally appeared Ramsey H. Saffouri and Ghassan E. Fahel, who are personally known to me and who took an oath, acknowledging that they executed same for and on behalf of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal in the State and County aforesaid, this 17th day of October, 2000.





Notary Public, State of Florida
Name: _____
My Commission Number is: _____
My Commission Expires: _____