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FILED  
00 APR 20 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 20, 2000

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: CareTrace, Inc.

Dear Sir or Madam:

200003206322--8  
-04/13/00--01038--007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Enclosed for filing are the following:

1. Articles of Amendment for CareTrace, Inc., a Florida corporation changing its name to CareTrace Pharmacy, Inc.
2. Application by a foreign corporation for authorization to transact business in the state of Florida. CareTrace, Inc., a Maryland corporation is the sole shareholder of CareTrace Pharmacy, Inc., the Florida corporation and both entities will be doing business within the state of Florida.

Also enclosed are the following: (i) a check in the amount of \$87.50 to cover the foreign application for the Maryland corporation (ii) a copy of a Good Standing Certificate for the Maryland corporation, and (iii) a check in the amount of \$43.75 to cover the filing fee for the amendment to the Florida corporation and a certified copy. Please send evidence of the filing to me at the following address:

Linda R. Robison  
6450 Pine Avenue  
Sanibel, FL 33957

NZ Amend  
4-27-00  
DHT

Please note that the effective date for the amendment is March 10, 2000. If there is a problem with this filing, please contact me. Thank you for your cooperation.

Very truly yours,

Linda R. Robison

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
CARETRACE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

The first article is amended to read as follows:

ARTICLE I: The name of the corporation (hereinafter called the "**Corporation**") is CareTrace Pharmacy, Inc.

The third article is amended to read as follows:

ARTICLE III: The Corporation has as its purpose the engaging in all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including without limitation the conduct of an internet based pharmacy.

The fifth article is amended to read as follows:

ARTICLE V: The current directors of the Corporation are:

John Garner  
Douglas Nee, PharmD

A new Article VIII is hereby added to the Articles:

ARTICLE VIII:

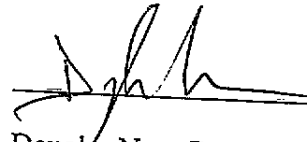
1. The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented.
2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

3. No shareholder shall have the right to cumulate his votes in any election of directors.

4. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.

Each of the above amendments was approved by the unanimous consent of the sole shareholder and is to be effective March 10, 2000.

Signed this 18<sup>th</sup> day of March 2000.

A handwritten signature in black ink, appearing to read 'D. Nee', is written over a horizontal line.

Douglas Nee, President