

P99000072899



@merican enterprise.com

February 8, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

800003146028--2
-02/24/00--01048--001
*****70.00 *****35.00


Re: VitalTrust.com, Corp.
Care 1.com, Corp.

Dear Sir/Madam:

Please file the enclosed Amendments to the Articles of Incorporation and Written Action of the Board of Directors, in your usual manner and return one copy to my attention. I have attached a check in the amount of \$70.00, made payable to Florida Department of State, for the appropriate filing fees.

Thank you for your attention to this matter.

Sincerely,


William Humphries
Executive Vice President
Corporate Development

*Amend
3-7-00
PMS*

FILED
00 FEB 24 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VITALTRUST.COM, CORP.**

FILED
00 FEB 24 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VITALTRUST.COM, CORP., a corporation for profit organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on August 16, 1999.

2. The amendment to the Articles of Incorporation being effected hereby will completely delete ARTICLE 3, subparagraph 1. of the Articles of Incorporation as of the date hereof, and substitute in its place the ARTICLE 1 set forth below. As amended below, ARTICLE 1 of the Articles of Incorporation has the sole effect of changing the Corporation's authorized capitalization from 1,000 shares of common stock, par value \$.001 per share (the "Common Stock") to 100,000,000 shares of common stock, par value \$.001 per share (the "Common Stock.")

3. This amendment to the Articles of Incorporation was approved and adopted by a director of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval. The date of adoption of the amendment was February 8, 2000.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the authorized capitalization of the Corporation shall be as stated in Paragraph 2. above and ARTICLE 3, subparagraph 1. of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000,000 shares of common stock, par value \$.001 per share (the "Common Stock").

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed this 8th. day of February, 2000.

VITALTRUST.COM, CORP.

By:


CHUCK BROES, DIRECTOR