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BASIC AMENDMENT

UNITED HOMECARE GROUP, INC.

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Capital Connection, Inc.



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 28, 2004

UNITED HOMECARE GROUP, INC. 7220 N.W. 36 STREET SUITE 638 MIAMI, PL 33166

SUBJECT: UNITED HOMECARE GROUP, INC. REF: P99000108508

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

Please clarify who adopted the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Michelle Milligan Document Specialist FAX Aud. #: E04000107678 Letter Number: 804A00037434

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

UNITED HOMECARE GROUP, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Amendment #1 - The new President, Vice-President, Secretary and Treasurer of the Corporation is Oscar Cruz, 7220 NW 36 Street, Ste 638, Miami, FL 33166; Amendment# 2- The new Registered Agent for the Corporation is Oscar Cruz, 7220 NW 36 Street, Ste 638, Miami, FL 33166

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: April 16, 2004

FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 18th day of May, 2004

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CAPITAL CONNECTION

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United Homecare Greap, Inc.,

Oscar Cruz Director

: :

I hereby accept the obligations and responsibility of being the registered agent for above referenced corporation.

Oorer Cruz