

V21927



August 27, 1997

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

Please find enclosed an Articles Of Amendment as approved by both shareholders and directors at a special meeting held on July 23, 1997.

Also enclosed is our check in the amount of \$35 to cover the filing fees.

Respectfully,


Fred K. Treiber
President

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*****35.00 *****35.00

FILED
97 AUG 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 9/8 Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDI-CARTE, INC.

FILED
97 AUG 29 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The total number of shares of stock which the corporation is authorized to issue is ONE MILLION (1,000,000) and the par value of each share is One Cent (\$.01) amounting in aggregate to Ten Thousand Dollars (\$10,000.00).

SECOND: Article 1, Paragraph 4, of the corporations Articles Of Incorporation is amended entirely to read as follows:

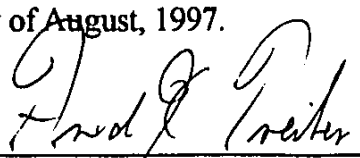
The total number of shares of stock which the corporation is authorized to issue is TWENTY MILLION (20,000,000) and the par value of each share is One Cent (\$.01) amounting in aggregate to Two Hundred Thousand Dollars (\$200,000.00).

THIRD: The foregoing Amendment of Article 1, Paragraph 4, was approved by all the shareholders and all the directors at a special joint meeting called and held at the company's office on July 23, 1997.

FOURTH: The amendment was simultaneously adopted unanimously by all directors and shareholders on July 23, 1997.

Signed this 27th day of August, 1997.

Signature


Fred K. Treiber, CEO, President, Shareholder