

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N970000001454

Medforum, Inc.

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Name	3/24/98
Availability	
Document Examiner	Don
Updater	Don
Update Verifier	Don
Knowledge	Don
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Signature

Requested by: CD Date: 3/24/98 Time: 11:00

Name _____ Date _____ Time _____
 Walk-In _____ Will Pick Up _____

- ___ Art of Inc. File
- ___ LTD Partnership File Amend
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- Art. of Amend. File Photo
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
 98 MAR 24 AM 11:03
 DIVISION OF CORPORATION
 FILED
 98 MAR 24 PM 4:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF
MEDFORUM, INC.**

THE UNDERSIGNED, WILLIAM K. LOVELACE, being the Vice President and Assistant Secretary, of MEDFORUM, INC., does hereby certify that the following Amendment to the Articles of Incorporation of MEDFORUM, INC. was approved by the members of said Corporation, entitled to vote on the 17th day of March, 1998 at a duly called meeting of the members of the Corporation.

The Articles of Incorporation of MEDFORUM, INC. are hereby amended as follows:

1. Article III is hereby deleted and the following is inserted in lieu thereof:

ARTICLE III PURPOSE(S)

The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended. In addition, the Corporation is organized for the following purposes:

1. To provide medical education to the medical profession.
2. To provide medical education to the public.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

2. All amendments included herein were adopted pursuant to Section 617.1002, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by unanimous consent of all of the members of the Corporation who are entitled to vote and was adopted by said members on the 17th day of March, 1998. The number of votes cast for the amendment was sufficient for approval.

4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 20th day of March, 1998.

MEDFORUM, INC.

By: William K. Lovelace
WILLIAM K. LOVELACE
Its: Vice President/Assistant Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ON THIS 20th day of March, 1998, before me EDWIN I. FORD, the undersigned notary, personally appeared WILLIAM K. LOVELACE, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Edwin I. Ford
Notary Public

My Commission Expires:



EDWIN I. FORD
My Comm Exp: 6/19/98
Bonded By Service Ins
No. CC380511
 Personally Known Other I.D.