

P02000115393

Raul R. Delgado De Armast Associates
(Requestor's Name)

600 Brickell Ave
(Address)

Suite 500
(Address)

Miami, Fla 33131
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

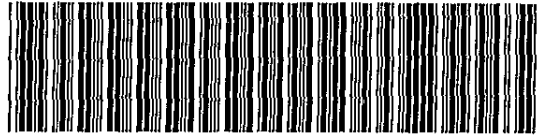
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC -9 AM 9:45

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 3, 2002

RAUL R. ELGADO DE ARMAS & ASSOCIATES
600 BRICKELL AVE., STE 500
MIAMI, FL 33131

SUBJECT: FLORIDA MEDICAL EQUIPMENT DESIGN, INC.
Ref. Number: P02000115393

We have received your document for FLORIDA MEDICAL EQUIPMENT DESIGN, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 702A00064306

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FLORIDA MEDICAL EQUIPMENT DESIGN, INC.

Article VII is amended to read as follows: _

ARTICLE VII

The officers and directors of the corporation are:

Title: President
DONALD EWING
10123 Costa Del Sol Boulevard
Miami, Fl. 33178

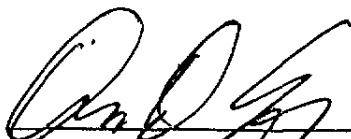
Title: Treasurer
CATALINA EWING
10123 Costa Del Sol Boulevard
Miami, Fl. 33178

Title: Secretary
STEVEN WOOD
1490 50th Avenue NE
St. Petersburg, Fl. 33703

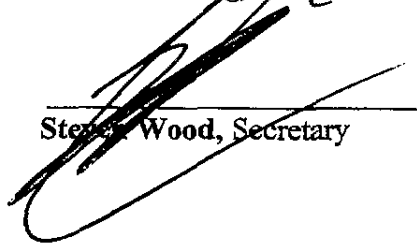
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TALLAHASSEE, FLORIDA

The foregoing amendments were adopted by the President and majority shareholder and by the Secretary of this corporation on November 1, 2002.

IN WITNESS WHEREOF, the undersigned President and majority shareholder and the Secretary of this Corporation have executed these Articles of Amendment on November 1, 2002



Donald Ewing, President

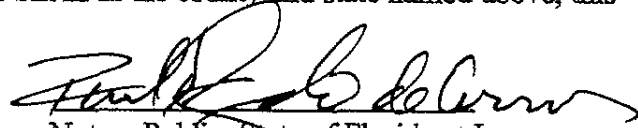


Steven Wood, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgments, personally appeared Donald Ewing, and Steven Wood, to me known to be the persons described as President and majority shareholder and Secretary in the foregoing Articles of Amendment and who executed the same and acknowledged before me that they subscribed to those Articles of Amendment.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state named above, this 1 day of NOVEMBER 2002



Notary Public, State of Florida at Large

My Commission Expires:

Personally known to me
 Showed proof of identity

This Instrument Prepared By:

RAUL R. DELGADO DE ARMAS, ESQ.
600 Brickell Avenue Suite 500
Miami, Florida 33131
(305) 372 1152

CORPORATE RESOLUTION AND CONSENT

Dated NOV. 1, 2002

Donald Ewing and Steven Wood, as, President and Secretary, respectively of FLORIDA MEDICAL EQUIPMENT DESIGN, INC., a Florida corporation (the "Corporation"), and in their capacity as Directors and representing a majority of the shareholders entitled to vote, and in fact constituting a majority entitled to vote hereunder, do hereby consent to the adoption by the Corporation of the following resolutions:

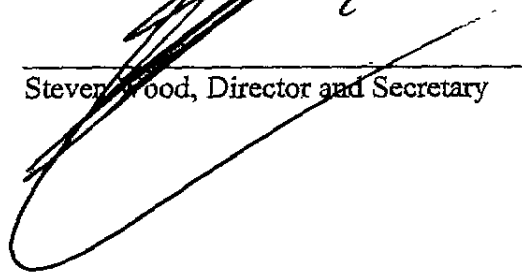
The number of votes cast was sufficient for approval.

RESOLVED, That Donald Ewing be appointed as President of FLORIDA MEDICAL EQUIPMENT DESIGN, Inc., a Florida Corporation, be it further;

IN WITNESS WHEREOF, Donald Ewing and Steven Wood, as directors, President and Secretary, respectively, of the Corporation, have hereby executed this Corporate Resolution and Consent, effective as of NOV. 1, 2002



Donald Ewing, Director and President



Steven Wood, Director and Secretary