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FARR LAW FIRM

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BASIC AMENDMENT

RANDY M. CISNE, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 21, 2004

RANDY M. CISNE, INC.
P.O. DRAWER 511447
PUNTA GORDA, FL 33951-1447

SUBJECT: RANDY M. CISNE, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RANDY M. CISNE, INC.

The Corporation is filing these articles of amendment to articles of incorporation pursuant to Florida Statutes sections 607.1006, 607.1001, and 607.1805. The undersigned subscribers to these Amended Articles of Incorporation, being duly licensed to practice mental health counseling under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, Florida Statute Chapter 621, and other laws of the State of Florida.

1. NEW CORPORATE NAME: Randy M. Cisne, P.A.
2. AMENDMENTS ADOPTED:

Article III of the Articles of Incorporation of the corporation is amended to read as follows:

ARTICLE III

The professional service corporation is organized to engage in every phase and aspect of the practice of mental health counseling. In addition, the professional service corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

A new Article IX shall be added as follows:

ARTICLE IX

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the

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professional service corporation may sell or transfer his stock in the professional service corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice mental health counseling in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on May 19, 2004.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, I, the undersigned, have caused these Articles of Amendment to be executed on this 20 day of May, 2004.

Randy M. Cisne, P.A.

By:

Randy M. Cisne
Randy M. Cisne, President

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