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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

700004336297--2
-05/31/01--01072--004
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HOMESTEAD MEDICAL GROUP, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
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- Certificate of Status

RECORDED
01 MAY 31 PM 12:46
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

COULIBITE MAY 3 1 2001

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 MAY 31 PM 1:30

FILED

HOMESTEAD MEDICAL GROUP, INC.

(PRESENT NAME)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article #VIII Directors

The following are additions and deletions to Directors of the above corporation.

Addition:

Myrna Pena: President/Secretary
Address: 950 North Krome Avenue, Suite 203
Homestead, Florida 33030
Tel: 305-245-2273

Change:

Heriberto Pena, MD: Vice-President/Treasurer
Address: 950 North Krome Avenue, Suite 203
Homestead, Florida 33030
Tel: 305-245-2273

Deletion:

Norris O'c. Blanc, MD: President
Address: 950 North Krome Avenue, Suite 203
Homestead, Florida 33030
Tel: 305-245-2273

Article # VI New Registered Agent

Heriberto Pena, MD
Address: 950 North Krome Avenue, Suite 203
Homestead, Florida 33030
Tel: 305-245-2273

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: May 15th, 2001.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately for each voting group entitled to vote separately on each amendment(s) :

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23 day of May, 2001.

Signature _____

(By the Chairman or Vice Chairman of the directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Heriberto Pena, MD

Typed or printed name

Vice-President/Treasurer

Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature