

P.97000062864

October 8, 1998

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

32314

FILED
98 OCT 14 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

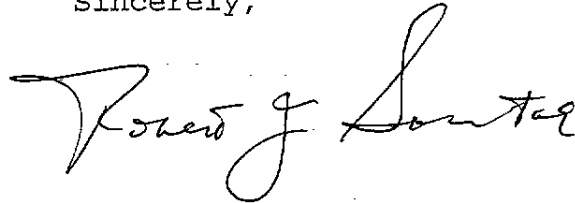
Dear Sirs:

I am writing in regards to the change in address and name of the director and officers of the corporation, Physician Management Alliance, Inc. The total 100 shares all have been transferred into the name of Robert J. and Lorena A. Sonntag. This should be effective immediately.

Thank you for your attention to this matter. Please call with any questions to (352) 242-9088.

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

Sincerely,



Robert J. Sonntag
President

9029 Mossy Oak Ln.
Clermont, FL 34711

AM
DRG
10/15

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PHYSICIAN MANAGEMENT ALLIANCE, INC.

9029 Mossy Oak Ln. Clermont, FL 34711
(present name)

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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)

ROBERT J. SONNTAG WILL BE A DIRECTOR
AND PRESIDENT.

ROBERT P. SONNTAG WILL BE A DIRECTOR
AND VICE PRESIDENT / SECRETARY / TREASURER

IMAD JANDALI IS NO LONGER A DIRECTOR OR SHAREHOLDER
JOHN JANDALI IS NO LONGER PRESIDENT OR SHAREHOLDER
HALA SAHLLOUL IS NO LONGER SECRETARY OR
TREASURER.

DELETE HERNANDO MEDICAL CENTER FROM ADDRESS.

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:

ROBERT J. SONNTAG & LORENA ANN SONNTAG
WILL HAVE 100% OF THE SHARES, WHICH
IS A TOTAL OF 100 SHARES.

THIRD: The date of each amendment's adoption: February 28, 1998

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 provided for each voting group entitled to vote separately on the 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 28th day of February, 19 98

Signature Robert J. Sonntag President
(By the Chairman or Vice Chairman of the Board of 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)

ROBERT J. SONNTAG

Typed or printed name

Title