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633 S.E. THIRD AVENUE, SUITE 302
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STEVEN A. WAGNER

MEMBER: FLORIDA AND
DISTRICT OF COLUMBIA BARS

TELEPHONE: (954) 764-7466
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September 9, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 SEP 10 PM 3:16
FILED

SENT VIA FEDERAL EXPRESS
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: *Specialty Medical Care Centers of South Florida, Inc.*

ATTENTION: Amendment Department

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-09/10/99-01075-008
*****78.75 *****43.75

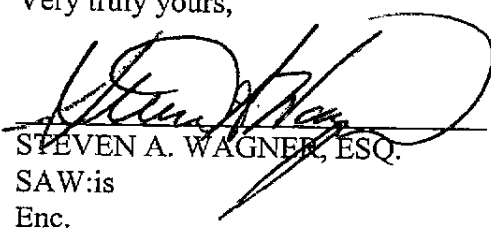
To Whom It May Concern:

Attached hereto please find the original and one (1) copy of the Articles of Amendment to Articles of Incorporation and Exhibit/Attachment, including acceptance of registered agent, of the above proposed Florida Profit Corporation. Also enclosed please find a Officer/Director's Resignation. Pursuant to your fee schedule, enclosed is this office's trust account check in the amount of \$78.75, reflecting payment of the Filing Fee for Articles of Amendment (\$35.00), filing fee for Resignation of Officer/Director and Certified Copy fee for the Articles of Amendment with exhibit/attachment (\$8.75). **Please return said certified copy and all accompanying documents to my attention at the following address:**

STEVEN A. WAGNER, P.A.
633 S.E. THIRD AVENUE, SUITE 302
FORT LAUDERDALE, FLORIDA 33301

Should any additional information be required, please do not hesitate to contact me at the above listed address. Thank you for your prompt attention to this matter.

Very truly yours,


STEVEN A. WAGNER, ESQ.
SAW:is
Enc.

Amend
9-17-99
AW

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPECIALTY MEDICAL CARE CENTERS OF SOUTH FLORIDA, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

FIRST: The Amendments adopted:

1. **OFFICERS and DIRECTORS-** Pursuant to the Resignation attached hereto and marked as Exhibit "A", DEBBIE BOUDREAUX is hereby deleted as an Officer (Secretary/Treasurer) of the corporation.

2. **ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT** - The name and address of the initial registered agent is;
STEVEN A. WAGNER, ESQ.
222 S.E. 10TH STREET
FORT LAUDERDALE, FLORIDA 33316

Is hereby amended and changed to read as follows:

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT - The name and street address of the Registered Agent and office is;

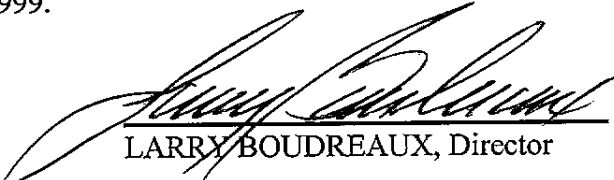
**STEVEN A. WAGNER, P.A.
633 S.E. 3RD AVENUE, SUITE #302
FORT LAUDERDALE, FLORIDA 33301**

SECOND: The foregoing amendment was duly adopted by the Directors on September 1ST, 1999.

THIRD: No exchange, reclassification, or cancellation of issued shares are required as a result of this amendment.

FOURTH: The Amendment was adopted by Resolution of the Directors without shareholder action and shareholder action was not required.

In witness whereof, the undersigned Director of this corporation has executed these Articles of Amendment on September 1st, 1999.


LARRY BOUDREAUX, Director

OFFICER/DIRECTOR RESIGNATION

I, DEBBIE BOUDREAUX, having sold all my right, title, and interest in all my shares of stock in SPECIALTY MEDICAL CARE CENTERS OF SOUTH FLORIDA, INC., a corporation organized under the laws of the State of Florida, hereby tender this my full and complete resignation from my position as Secretary/Treasurer of Specialty Medical Care Centers of South Florida, Inc. and affirm that the corporation has been notified in writing of my resignation.

Debbie Boudreaux
DEBBIE BOUDREAUX, Secretary/Treasurer

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:
SPECIALTY MEDICAL CARE CENTERS OF SOUTH FLORIDA, INC.
AS DESIGNATED IN ARTICLES OF INCORPORATION**

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

STEVEN A. WAGNER, P.A., a Florida Corporation,
Registered Agent

By:


STEVEN A. WAGNER, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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