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TRANSMITTAL LETTER

Department of State  
Division of Corporations, Amendment Section  
409 E. Gaines St.  
Tallahassee, FL 32399  
(850) 487-6052

April 24, 2001

From: Law Offices of James Pruden, P.A.  
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Boca Raton, FL 33432  
Phone 561 417-4644

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-14/25/01-301031-027-0  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

SUBJECT: NURSING HOME PHYSICIANS, PA

Enclosed please find the following:

1. The original and one copy of Articles of Amendment
2. A check in the amount of \$43.75 for the filing fees and a certified copy.

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Thank you for your assistance,



James L. Pruden, Esq.

Encl.

FILED  
01 APR 25 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

T BROWN MAY - 4 2001

**Articles of Amendment**  
**to the**  
**Articles of Incorporation**  
**Of**  
**NURSING HOME PHYSICIANS, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. §607.1006, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation. The undersigned, being the sole director, president and secretary respectively, of NURSING HOME PHYSICIANS, P.A. hereby certifies that:

1. The name of the corporation is:

NURSING HOME PHYSICIANS, P.A.

2. The Articles of Incorporation were filed and became effective with the Department of State on September 7, 1999.
3. Article 3 of the Articles of Incorporation, relating to the authorized number of shares and par value of the Corporation's Common Stock, is hereby amended to be 1,000 shares at .001 par value per share and Article 3, as amended, shall read as follows:

**Article III**

**Capital Stock**

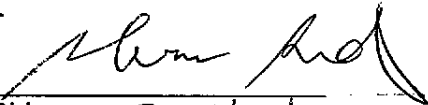
This Corporation shall have authority, acting by its Board of Directors, to issue not more than 1,000 shares of common class at .001 PAR VALUE per share, that have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders, and that are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts.

4. There will be no exchange, reclassification or cancellation of any of the Corporation's issued shares.
5. The foregoing Amendment to the Articles of Incorporation was authorized by a unanimous written consent of the Board of Directors on April 9, 2001.
6. Pursuant to Fla. Stat. §607.1004, the foregoing Amendment to the Articles of Incorporation was authorized by a unanimous written consent of the Shareholders on April 9, 2001, with the number of votes cast thereby being sufficient for approval of this Amendment.
7. The effective date of this Amendment to the Articles of Incorporation shall be on April 9, 2001.

IN WITNESS WHEREOF, the undersigned have submitted these Articles of Amendment to the Articles of Incorporation and affirm the same as true under penalties of perjury this 7 day of April, 2001.

Director

Glenn Gidseg



President