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July 31, 1998

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456708

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

100002605731--4
-08/03/98--01103--008
*****70.00 *****35.00

Re: Articles of Amendment
Michael P. Landreneau, M.D., P.A. name change to
MED MSI Florida II, Inc.

Articles of Restatement
MED MSI Florida, Inc.

Dear Sir/Madam:

Enclosed find an original and one copy of each of the above documents, together with check in the sum of \$70.00 to cover your filing fees of \$35.00 for each. Please note that the Articles of Amendment should be filed first followed by the Articles of Restatement.

Please stamp a copy of each document with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/re
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend + NC
8-3-98

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MICHAEL P. LANDRENEAU, M.D., P.A.**

Pursuant to Sections 621.13(4) and 607.1006 of the Florida Statutes, the undersigned corporation, MICHAEL P. LANDRENEAU, M.D., P.A., a Florida professional service corporation, hereby adopts the following Articles of Amendment amending its Articles of Incorporation to change its corporate name and business purpose for the purpose of reorganizing under Chapter 607 of the Florida Statutes:

ARTICLE I
Name of the Company

The name of the company adopting these Articles of Amendment is Michael P. Landreneau, M.D., P.A. (the "Corporation").

ARTICLE II
Amendment to Name

Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"The name of this corporation shall be MED MSI FLORIDA II, INC."

ARTICLE III
Amendment to Purpose

Article II shall be amended in its entirety to read as follows:

"The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. The corporation will not practice medicine

ARTICLE IV
Directors

Article III shall be deleted in its entirety.

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TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

ARTICLE V
No Restriction on Stock Ownership

Article XII shall be deleted in its entirety.

ARTICLE VI
Global Amendments

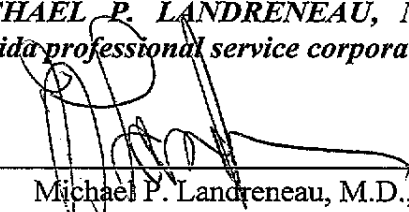
The Articles of Incorporation shall be amended to change all references to the "Professional Service Corporation Act" to the "Florida Business Corporation Act."

ARTICLE VII
Adoption of Amendments

The aforesaid amendments to the Articles of Incorporation of the Corporation were adopted and approved by the Board of Directors and shareholders of the Corporation as of July 31, 1998. The number of votes cast for each of the amendments by the shareholders of the Corporation was sufficient for approval of such amendments.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles to be signed by its duly authorized officer as of the 31st day of July, 1998.

MICHAEL P. LANDRENEAU, M.D., P.A., a
Florida professional service corporation

By: 
Michael P. Landreneau, M.D., President