

769664
MAHONEY, HAWKES & GOLDINGS
ATTORNEYS AND COUNSELLORS AT LAW

MORRIS M. GOLDINGS
LOYD M. STARRETT
WILLIAM S. HAWKES
MARK PETERS
FRANCES ALLOU GERSHWIN
BRUCE WINTHROP EDMANDS
ROBERT C. CADLE
JAMES B. COX
DANIEL W. DOHERTY
DANIEL J. GOLDBERG
LAURENCE M. JOHNSON
DAVID R. KERRIGAN
BRIAN W. LECLAIR
ALICE E. MOORE
ELLEN S. SHAPIRO

THE HERITAGE ON THE GARDEN
75 PARK PLAZA
BOSTON, MASSACHUSETTS 02116

TELEPHONE (617) 457-3100
TELECOPIER (617) 457-3125

AMY J. AXELROD
JOHN F. AYLMER, JR.
R. DAVID BECK
RICHARD S. JACOBS
KEELY J. SULLIVAN
BARBARA HUCKO WAIT

CHARLES FRANCES MAHONEY
(1961-1995)

WRITER'S DIRECT DIAL
NUMBER 210-1516

May 2, 1997

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

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-05/06/97--01062--001
*****35.00 *****35.00

Re: Modern Health Care Resources, Inc., Charter No. 769664
Articles of Amendment to Articles of Incorporation

Dear Sir or Madam:

Please find enclosed for filing Articles of Amendment to Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$35.00 for the filing fee.

Please acknowledge receipt by date-stamping the second copy of the Articles of Amendment and returning it in the self-addressed, stamped envelope provided for that purpose.

If you have any questions, do not hesitate to call.

Very truly yours,

Jane A. Flanagan
Jane A. Flanagan

Enclosures

Amend

VS MAY 14 1997

97 MAY -6 AM 9:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
97 MAY -6 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MODERN HEALTH CARE RESOURCES, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned 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.)
- A. The first three paragraphs of Article II and the first sentence of Article VIII of the Articles of Incorporation were amended to read as set forth on the attached Continuation Sheet.
- B. Throughout articles VI, VII and XII of the Articles of Incorporation, each reference to "Trustees" has been amended so as to refer to "Directors".

SECOND: The date of adoption of the amendment(s) was: February 6, 1997

THIRD: Adoption of Amendment (check one)



The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Modern Health Care Resources, Inc.

Corporation Name

Howard M. Lawn
Signature of Chairman, Vice Chairman, President or other officer

Howard M. Lawn

Typed or printed name

President

April 30, 1997

Title

Date

MODERN HEALTH CARE RESOURCES, INC.

Continuation Sheet

ARTICLE II

The Corporation shall be a corporation not for profit. The purposes for which the corporation is organized are:

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes now and hereafter defined and described under and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, and as a non-private foundation under Section 509(a) of the Code. All powers of this Corporation shall be exercised only in such manner as will assure its operation exclusively for nonprofit and exempt purposes, as so defined and described, it being the intention that this Corporation shall be exempt from federal income tax pursuant to said Section 501(c)(3) and a non-private foundation under Section 509(a)(1) of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention. Without limiting the generality of the foregoing, the Corporation shall be operated for the promotion of healthcare and medical services and education relating to sophisticated medical procedures.

No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member, trustee, director, officer or other private individual. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening (including publishing or distributing statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VIII

The Board of Directors shall consist of not fewer than three (3) nor more than nine (9) persons.