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January 16, 2001

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
BY FEDEX

FILED
01 JAN 17 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: UTSC Sub Acquisition, Inc. – Name Change to Medicomp, Inc.
Amendment to Application for Authorization to Transact Business

To whom it may concern:

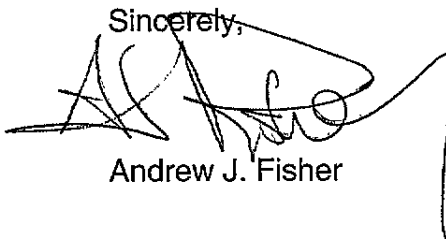
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-01/18/01--01015--005
*****35.00 *****35.00

Please find enclosed for filing an application to amend the Application for Authorization to Transact Business in Florida for the above-referenced Delaware corporation along with the \$35.00 filing fee, a certificate of good standing from the State of Delaware showing the company's new name, Medicomp, Inc., and a copy of the Certificate of Amendment to the company's Certificate of Incorporation.

Please do not hesitate to contact us should you have any questions related to this filing.

Thank you for your assistance.

Sincerely,


Andrew J. Fisher

NC
1-22-01
PHT

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. UTSC Sub Acquisition, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Delaware Incorporated under laws of 3. December 28, 2000
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 12, 2001

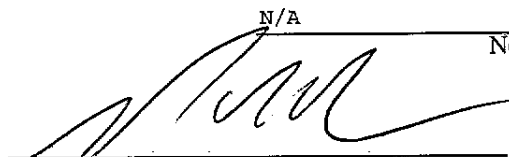
5. Medicomp, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction


Signature

1/16/01
Date

Paul Mahon
Typed or printed name

Secretary
Title

FILED
01 JAN 17 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDICOMP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Secretary of State

3332297 8300

AUTHENTICATION: 0913489

010020717

DATE: 01-12-01

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UTSC SUB ACQUISITION, INC.", CHANGING ITS NAME FROM "UTSC SUB ACQUISITION, INC." TO "MEDICOMP, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JANUARY, A.D. 2001, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Secretary of State

3332297 8100

AUTHENTICATION: 0913429

010020567

DATE: 01-12-01

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UTSC SUB ACQUISITION, INC.

UTSC Sub Acquisition, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of UTSC Sub Acquisition, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by deleting in its entirety the paragraph set forth under "Article I" and adding a new paragraph as follows:

"FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is Medicomp, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, at a special meeting of the stockholders of said corporation duly called and held, the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said UTSC Sub Acquisition, Inc. has caused this certificate to be signed by Martine A. Rothblatt, its President, and Paul A. Mahon, its Secretary, this 27th day of December, 2000.

BY:



Martine A. Rothblatt, President

ATTEST:



Paul A. Mahon, Secretary