

# F03000002976

Florida Department of State  
Division of Corporations  
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### BASIC AMENDMENT MED E-MANAGER CORP.

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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)

FD3000002976  
(Document number of corporation (if known))

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1. MD E-MANAGER CORP.  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. June 16, 2003 (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? February 3, 2004


5. MD EVERYWHERE, 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.

Not applicable  
(New duration)

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

Not applicable  
(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)  
David Petter  
(Typed or printed name of person signing)

2/22/04  
(Date)  
President, CEO  
(Title of person signing)

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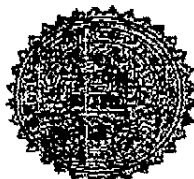
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MED E-MANAGER CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MDEVERYWHERE, INC.", THE THIRD DAY OF FEBRUARY, A.D. 2004, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



3109002 8320  
040119240

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2940142

DATE: 02-19-04