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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 214181 1299A

AUTHORIZATION :

COST LIMIT : $ PPD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 8, 1997

ORDER TIME : 9:16 AM

ORDER NO. : 214181-005

CUSTOMER NO: 1299A

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CUSTOMER: Ms. Melissa E. Johnson
Clark Partington Hart Larry
P. O. Box 13010

Pensacola, FL 32591-3010

DOMESTIC AMENDMENT FILING

NAME: HEALTH FIRST NETWORK, INC.

EFFICTIVE DATE:

RECEIVED
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XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: ____

Amendment 1/8/97 DC

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

HEALTH FIRST NETWORK, INC.

1. The Articles of Incorporation of HEALTH FIRST NETWORK, INC., are hereby amended to change Article III (d) (v) to read as follows:

ARTICLE III.

(d) All shares and classes of common stock issued by this corporation may not be transferred to any person, firm or corporation other than:

(v) to other Medical Service Providers of this Corporation (as such term is defined in Article II above) who are not currently shareholders.

HEALTH FIRST NETWORK, INC., further amends its Articles of Incorporation to change Article III (e) to read as follows:

ARTICLE III.

(e) If a share of Class A voting common stock is transferred to one of the foregoing permitted transferees, or if an ownership interest is acquired by a person other than a Medical Service Provider in a firm or corporation that owns Class A shares, then upon such transfer or acquisition of ownership interest, such Class A shares shall be deemed automatically converted to Class B voting common stock without further action by the corporation or such transferee, subject, however, to the following: if the permitted transferee is an individual or corporation under paragraphs (iv) of (v) above, then, with the approval of the Board of Directors, such Class A share will not be converted to a Class B share. If one or more Medical Service Providers leaves a firm or corporation and such firm or corporation then owns more Class A voting shares than there are Medical Service Providers in such firm or corporation, then such excess share or shares shall be automatically deemed to be converted to Class B voting common stock without further action by the shareholder or the corporation. If such firm or corporation owning such converted Class B share later employs another professional who then becomes a Medical Service Provider, then such Class B share shall be deemed automatically converted to a Class A share without further action by the shareholder or the corporation.

2. The foregoing amendment is pursuant to a resolution adopted at the annual meeting of the stockholders and Board of Directors of the corporation on November 14, 1996, and ratified by the Board of Directors on November 18, 1996.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on the date set forth herein, effective this 22 day of November, 1996.

KEITH T. SHEARLOCK, M.D.
President