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CORPORATION(S) NAME

Nyce Medical Group, Inc

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N. HENDRICKS JAN 24 1997

**THIRD AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
NYER MEDICAL GROUP, INC.**

FILED
97 JAN 28 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0602 and 607.1002, Florida Statutes, the undersigned hereby certifies that the following Third Amendment to the Articles of Incorporation of Nyer Medical Group, Inc. has been adopted:

1. The name of the corporation is Nyer Medical Group, Inc.
2. Article IV is amended by adding a new Section A which reads:
 - (1) 1,000 shares of Series 1 Class B Preferred Stock (the "Series 1 Stock") may be issued.
 - (2) The Series 1 Stock is not convertible into common stock but carries the right to 2,000 votes per share on all matters requiring a vote of the common shareholders and preferred shareholders.
 - (3) In all other respects, the Series 1 Stock shall be treated like common stock except where otherwise provided by the Florida Statutes.
3. The amendment was adopted on September 30, 1996, subject to filing the Second Amendment to the Articles of Incorporation.
4. This amendment was adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 20th day of January 1997.

(CORPORATE SEAL)
Florida
1997

NYER MEDICAL GROUP, INC.

By: *Samuel Nyer*
Samuel Nyer, President