



ProxyMed, Inc.

NASDAQ:PILL

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<http://www.proxymed.com>

L06046

May 22, 1998

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*****87.50 *****87.50

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to Restated Articles of Incorporation of ProxyMed, Inc.

Dear Sir or Madame:

Enclosed for filing please find an original and one (1) copy of ProxyMed, Inc.'s ("ProxyMed") amendment to ProxyMed's Restated Articles of Incorporation, as adopted by the shareholders at ProxyMed's Annual Meeting of Shareholders on May 21, 1998. The number of votes were sufficient for approval.

As per your instruction, please find a check in the amount of \$87.50, which includes the filing fee for the articles of amendment in the amount of \$35 and \$52.50 for one certified copy of the amendment. Please return the certified copy of the amendment and the extra copy of the amendment that I provided stamped "Filed" to my attention at the above address.

Should you have any questions, please do not hesitate to contact me at extension 208 to the main number listed above. Thank you very much.

Very truly yours,

Rafael G. Rodriguez
Associate Counsel

cc: Frank Puthoff, EVP, Chief Legal Officer & Secretary

FILED
98 MAY 26 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 4/1

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
PROXYMED, INC., A FLORIDA CORPORATION**

FILED
98 MAY 26 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, ProxyMed, Inc. (the "Corporation") adopts the following Articles of Amendment to its Restated Articles of Incorporation:

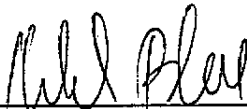
FIRST: The Article III of the Corporation's Restated Articles of Incorporation is amended by striking out the first paragraph thereof and by substituting in lieu of said paragraph the following new first paragraph to Article III:

"The Corporation is authorized to issue 50,000,000 shares of Common Stock, par value \$.001 per share, and 2,000,000 shares of preferred stock, par value \$.01 per share."

SECOND: This Amendment was adopted by the shareholders at the Corporation's Annual Meeting of Shareholders held on May 21, 1998. The number of votes cast were sufficient for approval.

Dated as of the 21st day of May, 1998.

ProxyMed, Inc.

By: 
Harold S. Blue, Chairman of the Board
and Chief Executive Officer