

L06046

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000123525 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : HOLLAND & KNIGHT (FT. LAUDERDALE)
Account Number : 075410003271
Phone : (954) 525-1000
Fax Number : (954) 463-2030

BASIC AMENDMENT

PROXYMED, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 21 PM 4:55 -

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment

12/26/01

(((H01000123525 7)))

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
OF
PROXYMED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 21 PM 4:55

Pursuant to provisions of Sections 607.1006 and 607.0602 of the Florida Business Corporation Act, ProxyMed, Inc., a corporation organized and existing under the laws of the State of Florida (the "Company"), does hereby adopt the following articles of amendment to its Articles of Incorporation, which was approved (i) by the Board of Directors at a meeting held on December 12, 2001, and (ii) by two-thirds of the holders of the Company's Series C 7% Convertible Preferred Stock by written consent on December 21, 2001, which is sufficient for approval of this amendment pursuant to the Company's Articles of Incorporation.

ARTICLE 3

Article 3 of the Articles of Incorporation of the Company establishing the Series C 7% Convertible Preferred Stock is hereby amended as follows:

1. Section 4(C) is hereby substituted in its entirety with the following:

(C) Conversion Price. Commencing on December 13, 2001, and ending on February 11, 2002, the Conversion Price of each share of Series C Preferred Stock shall be equal to \$13.05 (as such conversion price may be adjusted hereunder, the "Conversion Price") after giving effect to the 1-for-15 reverse stock split of the Common Stock effective August 21, 2001. After 5:00 p.m. Eastern Standard Time on February 11, 2002, the Conversion Price shall be \$15.00.

2. Section 6(D) entitled "Sale of Securities" is hereby deleted in its entirety and any references to it or to Section 6.4(D) are hereby declared null and void.

3. Section 7(B) is hereby deleted in its entirety.

4. Section 8 is hereby deleted in its entirety.

(((H01000123525 7)))

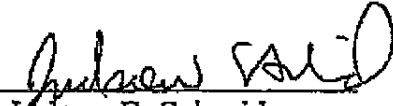
DEC 21 2001 21:11 FR HOLLAND KNIGHT

TO 22209#56102#13#1 P.03/03

((H01000123525 7)))

IN WITNESS WHEREOF, ProxyMed, Inc. has caused these Articles of Amendment to be signed on behalf of the Company, on this 21st day of December 2001.

PROXYMED, INC.

By: 
Name: Jackson E. Schmid
Title: Executive Vice-President, Chief
Financial Officer, Treasurer and
Acting Secretary

MIA1 #1094397 v4

((H01000123525 7)))