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CORPORATION(S) NAME

Physicians Consultant and Management Corporation

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LAURA EARNEST

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
Physicians Consultant and Management Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Physicians Consultant and Management Corporation, (the "Corporation") a corporation organized and existing under and by virtue of the Florida Business Corporation Act,

DOES HEREBY CERTIFY:

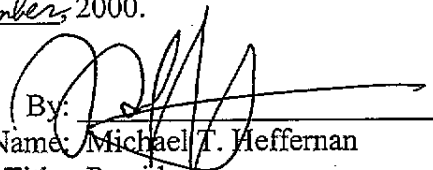
FIRST: That there were a sufficient number of votes cast by the shareholders and the shareholders approved that the Articles of Incorporation of the Corporation be amended by adding Article ELEVENTH thereto which Article shall be and read as follows:

"ELEVENTH: To the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code"), the Corporation will not issue non-voting equity securities; *provided, however,* that the foregoing (i) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (ii) will have such force and effect, if any, only for so long as such Section 1123 is in effect and applicable to the Corporation and (iii) may be amended or eliminated in accordance with applicable law as from time to time in effect."

SECOND: That the amendment be adopted as of the date hereof.

THIRD: That the aforesaid amendment was duly approved by the shareholders and adopted by the board of directors in accordance with the applicable provisions of Section 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these articles to be signed by Michael
T. Heffeman, its President, this 18th day of September, 2000.

By: 
Name: Michael T. Heffeman
Title: President