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BASIC AMENDMENT
SURG-MED OF MIAMI BEACH, INC.

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AMEND
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**Articles of Amendment
TO THE
Articles of Incorporation
OF**

SURG-MED OF MIAMI BEACH, INC.

Pursuant to the provisions of section 607.1006, F.S., this Florida for Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: AMENDMENTS ADOPTED:

ARTICLE I: OFFICERS AND DIRECTORS.

1.1 - Manuel M. Vila, of 8102 NW 158th Terrace, Miami Lakes, Florida 33016, has resigned all his positions in the Corporation, as well as Director and Registered Agent of the Corporation.

1.2 - Cesare Au Dirocco, of 1535 NE 123rd Street, North Miami, Florida 33161, has been named President of the Corporation, elected as a member of its Board of Directors and designated as the Registered Agent of the Corporation.

ARTICLE II: REGISTERED AGENT.

2.1 - Cesare Au Dirocco, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above foregoing Articles of Amendment, is familiar with the obligations of the Position of the Registered Agent under Section 607.0505, F.S., accepts the appointment and agrees to act in this capacity, further agreeing to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a Registered Agent.


Cesare Au Dirocco

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ARTICLE III. ADDRESS OF THE CORPORATION

3.1 - The principal address of the Corporation, as well as its mailing address, is hereby changed to 1535 NE 123rd Street, North Miami, Florida 33161,

SECOND: DATE OF ADOPTION:

These Articles of Amendment were adopted on May 2nd, 2005.

THIRD: ADOPTION OF AMENDMENT.

These Articles of Amendment were adopted by a vote of the shareholders. The numbers of votes cast in favor of the adoption was sufficient for approval.


FOURTH: SIGNATURE.

Signed this 2nd day of May, 2005.

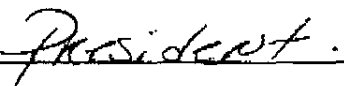
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