



February 8, 2002

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

500004929285--2  
-02/15/02--01030--009  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Enclosed please find the following:

1. Check #511 in the amount of \$43.75 representing \$35.00 amendment filing fee plus \$8.75 for a certified copy.
2. Check #512 in the amount of \$70.00 representing \$35.00 to amend Registered Agent address and \$35.00 for Resignation of Corporate Officer.

If you have any questions, please call me at 904-861-2156.

Thank you.

Sincerely,

  
Susan Gallagher  
Administrative Assistant

**FILED**  
02 FEB 15 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encl.

*B*  
*1/4/02*

ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF

**FILED**

02 FEB 15 AM 11:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TOTAL MED NETWORK, INC.  
(Document No. P00000052259)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of Incorporation:

ARTICLE II  
ADDRESS

The articles of Incorporation are hereby amended to reflect the change of mailing address from: 421 W. Church Street, Jacksonville, FL 32202 to: 4905 Belfort Road, Jacksonville, FL 32256.

The foregoing amendment was adopted as of 10/12/2001 by all of the incorporators without shareholder action and shareholder actions was not required.

ARTICLE IV.  
CAPITAL STOCK

This corporation has changed the corporation's capital stock so as to create two new classes of stock to be called Class A Convertible Preferred Shares and Class B Convertible Preferred Shares. It was proposed that the corporation will be authorized to issue 2,000,000 shares of Class A Convertible Preferred Shares and 2,000,000 shares of Class B Convertible Preferred Shares. The relative rights, privileges and limitations of the two classes of preferred shares are proposed to be the same

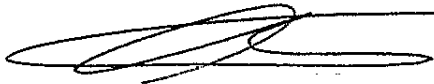
except that Class B Convertible Preferred Shares will be junior to or subordinate to the Class A Convertible Preferred Shares and the Class B Convertible Preferred Shares will not have protective voting rights or anti-dilution rights. No dividends or other distributions will be paid on Class B Convertible Preferred Shares unless at the same time or prior dividends or other distributions shall be paid in full as provided in the Articles of Incorporation to Class A Convertible Preferred Shares.

The rights and privileges of the preferred shares are set forth in the Summary Term Sheet which is incorporated into these minutes. The preferred shares will be entitled to an 8% cumulative dividend, have a preference on liquidation of \$2.00 per share plus any accrued dividends, contain a buyback option at \$2.00 per share before the corporation can issue other dividends, bonuses, or fund any non-operating distribution. Each of the holders of preferred shares will have a right to convert the shares to common stock on a 1:1 basis at any time. All of the preferred shares will be converted to common shares on an approved public offering or on a bona fide purchase offer accepted by the Board of Directors or on a 2/3 vote of the preferred shareholders. The preferred shares are protected by anti-dilution and preemptive rights. All shares of stock, common and preferred, will vote together as one class except a 2/3 vote of Class A Convertible Preferred Shares is necessary for liquidation, most stock redemptions, amendments to the articles of incorporation and by laws, issuance of additional stock, any substantial change in the corporation's business and transactions with affiliates.

On motion duly made and carried, the proper officers were authorized and directed on behalf of the Company to cause the Articles of Incorporation to be amended to create two new classes of stock to be called Class A Convertible Preferred Shares and Class B Convertible Preferred Shares and to do such other things as may be found necessary and proper to effect this resolution.

The foregoing amendment was approved by the shareholders on December 12, 2001. The number of votes cast for the amendment was sufficient for approval.

In WITNESS WHEREOF the undersigned incorporators have executed these Articles of Amendment on January 20, 2002.



Christopher Rea, President



William Shields, Secretary