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Bonnie J. Kansler  
Certified Public Accountant  
10 Cutter Mill Road, Ste 305  
Great Neck, NY 11021

FILED  
01 MAY 24 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 8, 2001

Re: WTS and EDIS HEALTH CARE ASSOCIATES Inc.  
728 Grove Place  
Town of Orchid  
Vero Beach, FL 32963  
ID# 65-1047894

300004315813--5  
-05/24/01--01092--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

FLORIDA DEPT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of WTS and EDIS Health Care Associates, Inc. to reflect change to subchapter S status, plus a check for \$43.75 for filing fee and certificate of status. Kindly advise if we need to do anything further.

Thank you for your help in this matter.

Sincerely,

Bonnie J. Kansler  
Certified Public Accountant  
516-466-3297

*Amend  
6-4-01  
BJS*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

WTS and EDIS HEALTH CARE ASSOCIATES

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(present name)

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:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Add Corporation elects subchapter S status in  
Art. VIII Florida. It has been approved on federal level  
for year 2000

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 12-31-2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20<sup>th</sup> day of May, 2001.

Signature William T. Seed, MD President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

William T. Seed

Typed or printed name

Title