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BASIC AMENDMENT

FREE PRACTICE MANAGEMENT, INC.

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Amendment

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2001

FREE PRACTICE MANAGEMENT, INC.
550 BRICKELL AVE, PH 2
MIAMI, FL 33131

**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

SUBJECT: FREE PRACTICE MANAGEMENT, INC.
REF: P00000094624

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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**PLEASE GIVE ORIGINAL SUBMISSION
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREE PRACTICE MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **FREE PRACTICE MANAGEMENT, INC.** (the "Corporation"), Charter #P00000094624, filed on October 6, 2000.

2. The following Amendments to the Articles of Incorporation were adopted by all of the Directors of the Corporation (shareholder action was not required) on October 6, 2000 in the manner prescribed by Section 607.1005 of the Act:

ARTICLE III

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty Five Million (25,000,000), consisting of (i) Twenty Million (20,000,000) share of Common Stock having a par value of \$.01 per share and (ii) Five Million (5,000,000) shares of Preferred Stock having a par value of \$.01 per share (the "Preferred Stock").

The Preferred Stock may be issued from time to time on one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors of the Corporation as hereinafter prescribed.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors consisting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors,

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who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Timothy W. Cook
4328 Bethlehem Road
Union City, TN 38261

Chason S. Hayes, M.D.
741 Amanda Drive
Matthews, NC 28104

Clifford Grossman
550 Brickell Avenue
Penthouse 2
Miami, FL 33131

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation has executed these Articles of Amendment to Articles of Incorporation of FREE PRACTICE MANAGEMENT, INC. this 15th day of December, 2000.

FREE PRACTICE MANAGEMENT, INC.,
a Florida corporation

By: 

Clifford Grossman, Secretary
Director

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