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OF COUNSEL
GARY M. KRASNA, P.A.

November 15, 2001

By U.S. Mail

Division of Corporations
P.O. Box 1500
Tallahassee, FL 32314

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-11/21/01--01034--016
*****35.00 *****35.00

Re: **Colton Kaminetsky & Morris P.A. - Document Number**
P00000111310

Dear Sir or Madam:

Please find enclosed the following documents:

1. Articles of Amendment to the Articles of Incorporation of Colton, Kaminetsky & Morris, P.A.
2. Joint Corporate Action by the Director and the Shareholders Holding the Majority of Voting Stock of Colton, Kaminetsky & Morris, P.A.
3. Notice of Change of Registered Agent's Address, together with a check for the filing fees in the amount of \$35.

Please return stamped copies to our office in the enclosed, self-stamped envelope.
Thank you for your attention to this matter.

Very truly yours

Keren Admoni

Paralegal to Howard D. DuBosar

Spayse
Amend +
NIC
1/11/02

FILED

01 DEC 24 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

02 DEC 24 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DIVISION OF CORPORATIONS
01 NOV 20 PM 2:00
wants
filed
with
amend.

WD1-26719

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COLTON KAMINETSKY & MORRIS P.A.

FILED
01 DEC 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of **COLTON KAMINETSKY & MORRIS P.A.**, a Florida corporation ("Corporation"), filed with the Department of State on December 4, 2000, Charter No. P00000111310, be, and they are hereby amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I. NAME

The name of this Florida corporation is: **MORRIS & COHEN, P.A.** The Corporation is being formed for the practice of general medicine and all other activities permitted under applicable law.

Article IV of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE IV. BOARD OF DIRECTORS

The name of each member of this Corporation's Board of Directors is:
Ronnie Morris
Meyer Cohen


The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased for time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The foregoing amendments were adopted by the directors and the shareholders holding the majority of voting stock of the Corporation on June 25, 2001. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the secretary of this Corporation, has adopted and executed these Articles of Amendment as of June 25, 2001.

MORRIS & COHEN, P.A.

By:


Meyer Cohen, Secretary


JOINT CORPORATE ACTION BY
THE DIRECTOR AND THE SHAREHOLDERS
HOLDING THE MAJORITY OF VOTING STOCK OF
COLTON KAMINETSKY & MORRIS P.A.

The undersigned, being the directors and the shareholders holding the majority of voting stock of **COLTON KAMINETSKY & MORRIS P.A.**, a Florida corporation ("Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and do hereby consent in writing to the adoption of the following resolutions:

RESOLVED, that the Articles of Incorporation of this Corporation be amended to: (i). change the corporate name to **MORRIS AND COHEN, P.A.** (ii). that Ronnie Morris and Meyer Cohen be the sole directors of the Corporation, as provided in the attached Articles of Amendment to said Articles of Incorporation.

The action described herein shall be effective as of the 25th day of June, 2001.

Directors:

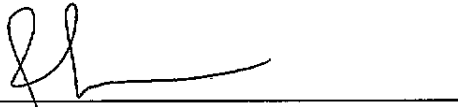


Ronnie Morris




Meyer Cohen

Shareholders Holding the Majority of Voting
Stock



Ronnie Morris



Meyer Cohen