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December 17, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FIRST SERVICE ADMINISTRATORS, INC.

3035 LAKELAND HILLS BOULEVARD

LAKELAND, FL 33805-2225US

SUBJECT: FIRST SERVICE ADMINISTRATORS, INC.

REF: P02000034578

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Teresa Brown
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FIRST SERVICE ADMINISTRATORS, INC.
(Document Number P02000034578)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

ARTICLE I

The current aggregate number of shares of capital stock that the Corporation shall have authority to issue is one hundred thousand (100,000) shares, having a par value of one (\$0.01) per share, designated as common stock.

ARTICLE II

The following amendment to its Articles of Incorporation (the "Articles") was adopted by the shareholders of the Corporation on the June 7, 2012. This amendment alters or changes Article VI - Capital Stock of the Articles as follows:

"The current aggregate number of shares of capital stock that the Corporation shall have authority to issue is one hundred thousand, eight hundred and eighty four (100,884) shares, divided (i) 100,000 shares of common stock, having a par value of one cent (\$0.01) each, (ii) 1 Preferred A Share, having a par value of one cent (\$0.01) each (the "Preferred A Share"), and (iii) 883 Preferred B Shares, having a par value of one cent (\$0.01) each (the "Preferred B Shares").

The Preferred A Share and the Preferred B Shares shall not confer on their holders any rights or privileges whatsoever, except in the event of the payment of a dividend upon any outstanding shares of the Corporation pursuant to Article VI, Section 3 of the Corporation's By-Laws, or in the event shareholders receive proceeds of any kind for selling or transferring stock of the Company in a transaction in which the majority of the outstanding issued capital stock of the company or the its activity is sold or transferred to a third party ("Share Sale Proceeds"), which shall be distributed in the following order and preference:

- (1) First, the Preferred A Share shall entitle its holder to dividends or Share Sale Proceeds equal to (i) the amount of earnings and profits generated after January 1st 2010 shown in the books of the Company's wholly owned subsidiary, MedSave USA, Inc. (the "Subsidiary"), or (ii) the proceeds received by the Company for any sale of the shares of the Subsidiary or its

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activity, up to an aggregate amount of US\$ 1M ("Preferred A Preference");

- (2) After payment of the Preferred A Preference in full, 70% of each distribution of dividends and/or Share Sale Proceeds shall be made in the following order and preference: the Preferred B Shares shall entitle its holders, on a pro-rata basis among themselves, to dividends equal to (i) the amount of earnings and profits generated after *January 1st 2010* shown in the books of the Company's wholly owned Subsidiary, or (ii) the proceeds received by the Company for any sale of the shares of the Subsidiary or its activity, up to an aggregate amount of US\$ 3M ("Preferred B Preference")
- (3) After payment of the Preferred A Preference and the Preferred B Preference in full, the Preferred A Share and the Preferred B shares shall have no further rights of any kind. Any dividends or Share Sale Proceeds exceeding the Preferred A and B Preference legally available for distribution, if any, shall be distributed pro-rata only among the holders of the common stock. For the avoidance of doubt, the Preferred A Shares and the Preferred B Shares shall have no voting rights of any kind.

ARTICLE III

The holders of all the shares outstanding and entitled to vote on this Amendment have signed a consent in writing pursuant to Section 607.0704 of the Florida Business Corporation Act adopting this Amendment any written notice required by Section 607.0705 has been given or waived.

Dated: June 7, 2012

First Service Administrators, Inc.

By: 

Name: 

Title: Chairman