

P02000041582

Florida Department of State

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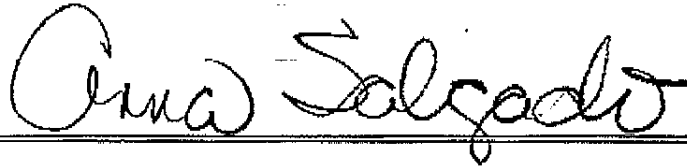
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT****MIAMI BEACH OPEN IMAGING HOLDINGS, INC.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 4, 2002

MIAMI BEACH OPEN IMAGING HOLDINGS, INC.
C/O ALLEN S. LEVI, CPA
20590 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL 33180

SUBJECT: MIAMI BEACH OPEN IMAGING HOLDINGS, INC.
REF: P02000041582

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.

IN THIS CASE, THE SIGNOR'S TITLE MUST INCLUDE "DIRECTOR".

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) 245-6880.

Karen Gibson
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIAMI BEACH OPEN IMAGING HOLDINGS, INC.**

The undersigned, Michael Hoffman, President of MIAMI BEACH OPEN IMAGING HOLDINGS, INC., a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is MIAMI BEACH OPEN IMAGING HOLDINGS, INC., document number P02000041582.
2. The following provision of the Articles of Incorporation of the Corporation is amended in the following particular:

ARTICLE III.

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Three Thousand (3,000), consisting of Six Hundred (600) shares of Common Stock with a par value of One Cent (\$.01) per share ("Class A Common Stock"), and One Thousand Four Hundred (1,400) shares of Common Stock with a par value of One Cent (\$.01) per share ("Class B Common Stock") (Class A Common Stock and Class B Common Stock being hereinafter referred to collectively as "Common Stock").

H02-145657 1

H02-145657 1

3. These Articles of Amendment to Articles of Incorporation and the amendments to the Company's Articles of Incorporation set forth herein were adopted and approved by the Company's Board of Directors on May 21, 2002. In accordance with Section 607.1005 of the Florida Business Corporation Act, no shares have been issued of the Company; therefore, shareholder action is not required.

4. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 30 day of May, 2002.

MIAMI BEACH OPEN IMAGING
HOLDINGS, INC., a Florida corporation

By: 
Michael Hoffman, President and Director

H02-145657 1