

PO3000022117

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BASIC AMENDMENT

HEALTH SOLUTIONS OF SOUTHWEST FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended
4/29/04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Health Solutions of Southwest Florida, Inc., a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 24th day of February, 2003, and assigned document number P03000022117, be and they hereby are amended in the following particulars:

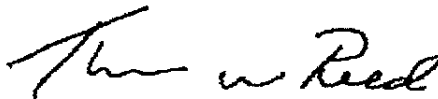
A new ARTICLE XIV is hereby added as follows:

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights.

2. The foregoing amendment was adopted effective on the 1st day of March, 2004.
3. The Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 18th day of April, 2004.



Thomas W. Reed, President