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BASIC AMENDMENT
PHYSICIAN MEDWATCH, INC.

Certificate of Status	0
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FILED
04 APR 29 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
4/29/04

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Physician MedWatch, Inc., a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 5th day of August, 2003, and assigned document number P03000085508, be and they hereby are amended in the following particulars:

A. ARTICLE III is deleted in its entirety and the following is substituted in its place:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000), of which one thousand (1,000) shares having a par value of One Cent (\$0.01) per share shall be shares of Class A voting common stock, and nine thousand (9,000) shares having a par value of One Cent (\$0.01) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock. Class A voting common stock shall have no economic rights whatsoever, and holders thereof shall not be entitled to any dividends, assets or funds of this corporation.

The Class B nonvoting common stock shall possess all of the economic rights of this corporation. Each share of Class B nonvoting common stock shall receive equal dividends, if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this corporation, shall be paid to and distributed equally among the holders of the Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

B. ARTICLE XIV is deleted in its entirety and the following is substituted in its place:

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights.

2. The foregoing amendments were adopted effective on the 5th day of August, 2003.

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3. The Amendments were approved by the shareholders. The number of votes cast for the Amendments was sufficient for approval.

Signed this 21 day of April, 2004.


Thomas W. Reed, President

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