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Medi-Prol Medical Services, Inc.
Luis Rondon
P.O. BOX 527224
Miami, FL 33152-7224

(305)662-6363

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-06/24/02--01061--006
*****43.75 *****43.75

Mr. Rondon authorized
to delete Art VI and
to add incorporator
to title.

Amendment
LRS

7-16-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUN 24 PM 1:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 JUN 24 PM 1:40

**ARTICLE OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF**

MEDI-PROL MEDICAL SERVICES, INC.

(Present Name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts

The following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted).

ARTICLE I – NAME / ADDRESS

The principal place of business of this corporation is:

3821 SW 88th Place
Miami, FL 33165

The principal place of business of this corporation shall be:

6850 SW 24th Street, Suite #500
Miami, FL 33155

ARTICLE V – OFFICERS DIRECTORS

DELETED:

JUANA I. BAYUELO – Pres.
3821 SW 88TH PLACE
MIAMI, FL 33165

ADDED:

LUIS RONDON – President, Vice-President, Secretary, and Treasurer
6850 SW 24th Street, Suite #500
MIAMI, FL 33155

ARTICLE VII – REGISTERED AGENT (S)

DELETED:

Juana Isabel Bayuelo
3821 SW 88th Place
Miami, FL 33165

ADDED:

Luis Rondon
6850 SW 24th Street, Suite #500
Miami, FL 33155

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption : 06-19-02

FOURTH: Adoption of Amendments(s) (CHECK ONE)

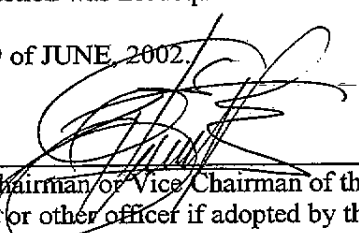
- () The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- () The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

" The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
Voting group

- () The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- (X) The amendment(s) was/were adopted by the incorporators without shareholders action and shareholders action was not required.

Signed this day 19 of JUNE, 2002.

Signature


(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JUANA ISABEL BAYUELO

Typed or printed name

PRESIDENT/INCORPORATOR

Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 JUN 24 PM 1:40

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MEDI-PROL MEDICAL SERVICES, INC.
2. The name and address of the registered agent and office is:

Luis Rondon
6850 SW 24th Street, Suite # 500
Miami, FL 33155

Signature: _____

Title: President

Date: 06-19-2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligation of my position as registered agent.

Signature: _____

Date: 06-19-2002