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April 10, 1998

FILED
98 APR 13 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/13/98--01050--017
*****87.50 *****87.50

RE: LEMARE MEDICAL, INC.

Dear Sir:

Enclosed is the original Articles of Amendment to the Articles of Incorporation for the reference corporation. Also enclosed is my check in the amount of \$87.50 for payment of the filing fee and a certified copy of the Amendment.

If you should require any additional information or documentation, please call my office collect - 305-273-5038.

Thank you very much for your cooperation.

Very truly yours,

N-S

NORMAN SOMBERG

NS\ps
Enclosures

VS APR 17 1998

Amend

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
LEMARE MEDICAL, INC.

UNANIMOUS WRITTEN CONSENT OF ALL OF THE SHAREHOLDERS

AND ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS

IN LIEU OF A SPECIAL JOINT MEETING

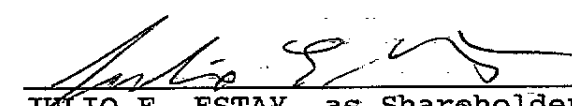
The undersigned, being all of the shareholders and all of the members of the Board of Directors of Lemare Medical, Inc., a Florida corporation (the "Corporation"), adopt the following resolution by written consent in lieu of a meeting, without the necessity of any notice thereof or of taking a vote thereon, as provided in Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that all of the shareholders and all of the members of the Board of Directors of the Corporation hereby approve that ARTICLE VI of the Certificate of Incorporation of LEMARE MEDICAL, INC., wherein the total amount of authorized shares is Eight Hundred Eighty-Eight (888) shares of One Dollar (\$1.00) par value common stock, be, and the same is hereby amended to read as follows:

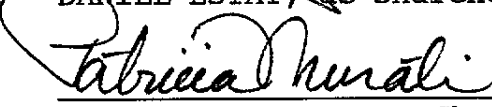
"ARTICLE VI. The total amount of authorized shares is Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.


Dated this 5th day of March, 1998

ALL OF THE
SHAREHOLDERS:


JULIO E. ESTAY, as Shareholder

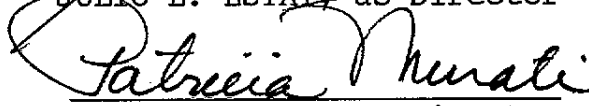

DANIEL ESTAY, as Shareholder

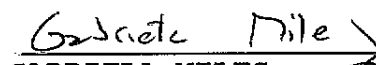

PATRICIA MURATI, as Shareholder


GABRIELA MILES, as Shareholder

ALL OF THE MEMBERS OF
THE BOARD OF DIRECTORS:


JULIO E. ESTAY, as Director


PATRICIA MURATI, as Director


GABRIELA MILES, as Director
President

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TALLAHASSEE, FLORIDA