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G. DAVID JOHNSTON
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January 18, 1999

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
ATTN: Corporate Division

FEDERAL EXPRESS

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-01/19/99--01082--010
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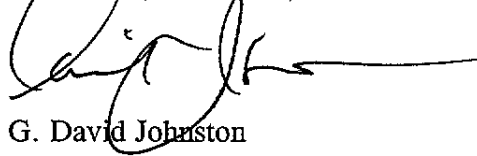
Dear Sir or Madam:

Please find enclosed Articles of Amendment to the Articles of Incorporation of Medical Initiatives, Inc. which need to be recorded in your offices. Also, please find enclosed a check in the amount of \$43.75, whereby \$35.00 is for the recording fee and \$8.75 is for the certified copy to be returned to me. Please return the certified copy to me in the enclosed Federal Express package.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.


G. David Johnston

NK
1-25-99
GMS

GDJ/jlt

Enclosures

FILED
99 JAN 19 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA]
COUNTY OF PINELLAS]

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
MEDICAL INITIATIVES, INC.

FILED
99 JAN 19 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article I shall be amended to read in its entirety as follows:
"The name of this corporation is **MII Closing Corporation.**"
2. The foregoing amendment was adopted on December 29, 1998.
3. The foregoing amendment was unanimously approved by the holders of all of the issued and outstanding shares of the Corporation's common stock, \$1 par value, which is the only authorized class of capital stock of the Corporation.
4. Except as amended hereby, the remainder of the corporation's Articles of Incorporation are reaffirmed.

IN WITNESS WHEREOF, we the undersigned, have executed these Articles of Amendment this 29 day of December, 1998.

MEDICAL INITIATIVES, INC.

By: _____

Terry Haynes
Terry Haynes,
President

ATTEST:

Brenda Scholl

Brenda Scholl, Secretary

STATE OF FLORIDA

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PINELLAS COUNTY

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I, Richard R. Kosan, a Notary Public, in and for said County in said State, hereby certify that **TERRY HAYNES**, whose name as President, of said **MEDICAL INITIATIVES, INC.**, a Florida corporation, is signed to the foregoing Articles of Amendment, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Amendment, She, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 29th day of December, 1998.

[Signature]
Notary Public

My Commission Expires: _____



Richard R. Kosan
MY COMMISSION # CC554821 EXPIRES
May 14, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



Richard R. Kosan
MY COMMISSION # CC554821 EXPIRES
May 14, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

1

PINELLAS COUNTY

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I, RICHARD R. KOSAN, a Notary Public, in and for said County in said State, hereby certify that **BRENDA SCHOLL**, whose name as Secretary of said **MEDICAL INITIATIVES, INC.**, a Florida corporation, is signed to the foregoing Articles of Amendment, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Amendment, She, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 29th day of December, 1998.



Notary Public

My Commission Expires: _____



Richard R. Kosan
MY COMMISSION # CC554821 EXPIRES
May 14, 2000
BONDED THRU TROY FAH INSURANCE, INC.

ART_OF.AMD\MEDICAL_INIT