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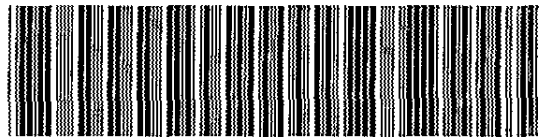
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ACCOUNT NO. : 072100000032

REFERENCE : 822642 7355325

AUTHORIZATION :

COST LIMIT : \$ 3500

ORDER DATE : November 15, 2002

ORDER TIME : 4:20 PM

ORDER NO. : 822642-275

CUSTOMER NO: 7355325

CUSTOMER: Gina Deloach, Legal Asst
Rotech Healthcare, Inc.
2600 Technology Drive
Suite 300
Orlando, FL 32804

DOMESTIC AMENDMENT FILING

NAME: BROOKSVILLE PRIMARY CARE
CLINIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
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CONTACT PERSON: ANGIE GLISAR-- EXT# 1124

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BROOKSVILLE PRIMARY CARE CLINIC, INC.**

(a Florida corporation)

FILED
02 NOV 15 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the Corporation is BROOKSVILLE PRIMARY CARE CLINIC, INC.

2. Article VI of the Articles of Incorporation is hereby deleted in its entirety.

3. The foregoing amendment to the Articles of Incorporation of the Corporation was adopted and approved by (i) the written consent of the Corporation's Board of Directors, effective as of November 8th, 2002, and (ii) the written consent of the holder of 100% of the Corporation's issued and outstanding capital stock entitled to vote thereon, representing the number of votes sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 8th day of November, 2002.

BROOKSVILLE PRIMARY CARE CLINIC, INC.

By: 
Rebecca L. Myers, Secretary