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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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BASIC AMENDMENT

HEALTH CARE DIAGNOSTIC & EQUIPMENT SERVICES INC.

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ARTICLES OF AMENDMENT
OF
HEALTH CARE DIAGNOSTIC & EQUIPMENT SERVICES INC.

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 adopted: CHANGE OF ARTICLE NO. VII

The Board of Directors shall consist in two (2) persons whose names and addresses are as follows:

OSCAR PAGES
7811 CORAL WAY STE. 131
MIAMI, FL. 33155

PRESIDENT

PATTY GARCIA
7811 CORAL WAY STE. 131
MIAMI, FL. 33155

VICE-PRESIDENT

The Registered Agent and registered office shall be:

OSCAR PAGES
7811 CORAL WAY STE. 131
MIAMI, FL. 33155

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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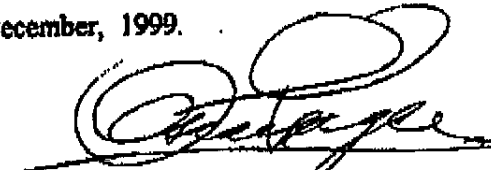
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SECOND: The date for this amendment adoption shall be December 10th, 1999.

THIRD: The resting articles remain unaltered.

The amendments were approved by the shareholder and Director. The number of votes cast for the amendments was sufficient for approval.

Signed this 10th day of December, 1999.


OSCAR PAGES
PRESIDENT

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

HEALTH CARE DIAGNOSTIC & EQUIPMENT SERVICES, INC.

2. The name and address of the registered agent is:

**OSCAR PAGES
7811 CORAL WAY - STE. 131
MIAMI, FL. 33155**

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

OSCAR PAGES

DATE: 12-10-99