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COHEN, CHASE, HOFFMAN

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.

ACCT#: 102450002676

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NAME: PATHMED, INC.

AUDIT NUMBER.....H97000003168

DOC TYPE.....BASIC AMENDMENT

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Amended
+ Restated

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PATHMED, INC.

These Amended and Restated Articles of Incorporation of Pathmed, Inc. (the "Corporation"), were duly adopted by the Shareholders and the Board of Directors of this Corporation on February 11, 1997.

ARTICLE I - NAME

The name of this corporation is Pathmed, Inc.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on December 12, 1994. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

This instrument prepared by:
Alan R. Chase, Esquire
Florida Bar No. 105478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$5.00	Common

ARTICLE V - OFFICERS

The current officers of the Corporation shall be:

President Marcelino Alvarez, M.D.
Vice President Njoek San le, M.D.
Secretary Marcelino Alvarez, M.D.
Treasurer Marcelino Alvarez, M.D.

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall be located at the following address:

1740 NW 93 Terrace
Plantation, Florida 33322

The corporation's mailing address shall be located at the same address.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Marcelino Alvarez, M.D.

STREET ADDRESS OF
REGISTERED OFFICE

1740 NW 93 Terrace
Plantation, Florida 33322

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The current directors of this corporation are:

DIRECTOR

ADDRESS

Marcelino Alvarez, M.D.

1740 NW 93 Terrace
Plantation, Florida 33322

Njoek San le, M.D.


1740 NW 93 Terrace
Plantation, Florida 33322

ARTICLE IX - INDEMNIFICATION

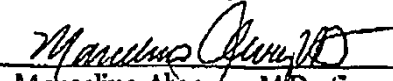
This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 1 day of February, 1997.


By:


Marcelino Alvarez, M.D., President

Attest:


Marcelino Alvarez, M.D., Secretary

I, the undersigned ~~in~~ ^{as} registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:


Marcelino Alvarez, M.D.

PARAPATHMEDARTICLES