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SECRETARY OF STATE  
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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

CORPORATION(S) NAME

Physicians Consultant and Management Corporation  
- of North Carolina

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Profit                        | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger          |
| <input type="checkbox"/> NonProfit                     |   |  |
| <input type="checkbox"/> Limited Liability Company     |   |  |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark            |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other           |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.  |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS             |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30      |
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ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

Physicians Consultant and Management Corporation of North Carolina

Physicians Consultant and Management Corporation of North Carolina, (the "Corporation") a corporation organized and existing under and by virtue of the Florida Business Corporation Act,

DOES HEREBY CERTIFY:

FIRST: That there were a sufficient number of votes cast by the shareholders and the shareholders approved that the Articles of Incorporation of the Corporation be amended by adding Article VI thereto which Article shall be and read as follows:

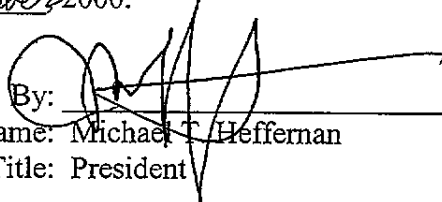
"ARTICLE VI  
RESTRICTION ON ISSUANCE OF NON-VOTING SHARES

To the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code"), the Corporation will not issue non-voting equity securities; *provided, however,* that the foregoing (i) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (ii) will have such force and effect, if any, only for so long as such Section 1123 is in effect and applicable to the Corporation and (iii) may be amended or eliminated in accordance with applicable law as from time to time in effect."

SECOND: That the amendment be adopted as of the date hereof.

THIRD: That the aforesaid amendment was duly approved by the shareholders and adopted by the board of directors in accordance with the applicable provisions of Section 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these articles to be signed by Michael  
T. Heffernan, its President, this 18<sup>th</sup> day of September 2000.

By:   
Name: Michael T. Heffernan  
Title: President