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April 20, 1998

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*****35.00 *****35.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Amendment - Premier Provider Services, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Amendment for **Premier Provider Services, Inc.** The filing fee of \$35.00 is enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear
Attorney at Law

Enclosure
cc: file

APPROVED
AND
FILED
98 MAY -1 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
P95000075679
Amended
3/28
5-1-98

**ARTICLES OF AMENDMENT
OF
PREMIER PROVIDER SERVICES, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Premier Provider Services, Inc. ("Corporation") are hereby amended as follows:

1. ARTICLE V is hereby amended to read as follows:

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is two hundred (200) shares, all of which shall be common shares with \$1.00 par value.

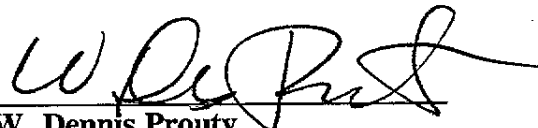
2. The foregoing amendment was adopted on March 30, 1998.


3. The following shareholders of the Corporation were entitled to vote separately on the amendment, and the number of votes cast for the amendment by each shareholder was as follows:

Shareholder	Number of Affirmative Votes	Percentage
W. Dennis Prouty	33.33	33.33%
Laura C. Sotera	33.34	33.34%
Garry R. Spear	33.33	33.33%
Total	100	100%

The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment, this 30th day of March, 1998.


W. Dennis Prouty
President


Laura C. Sotera
Secretary

98 MAY - 9
PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

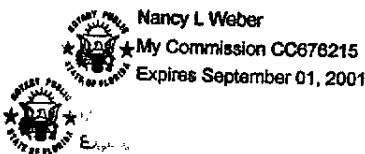
APPROVED
AND
FILED

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared W. Dennis Prouty, to me known to be the person described as President in the foregoing Articles of Amendment, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Amendment.

WITNESS my hand and official seal this 30th day of March, 1998.



Nancy L. Weber
Notary Public
State of Florida

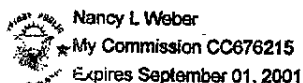
My Commission Expires:

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Laura C. Sotera, to me known to be the person described as Secretary in the foregoing Articles of Amendment, who produced a driver's license as identification, and who took an oath and acknowledged before me that she executed said Articles of Amendment.

WITNESS my hand and official seal this 30th day of March, 1998.



Nancy L. Weber
Notary Public
State of Florida

My Commission Expires: