



THE UNITED STATES
CORPORATION
COMPANY

P 95000086600

ACCOUNT NO. : 072100000032,

REFERENCE : 325844 4306424

AUTHORIZATION :

Patricia Pizzetti

COST LIMIT : \$ 140.00

ORDER DATE : April 10, 1997

ORDER TIME : 9:07 AM

ORDER NO. : 325844-010

10000218851--6

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: CAREMED HEALTH SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX - TWO CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 APR 10 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 10 AM 10:01
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

AM KRG
4-10

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAREMED HEALTH SYSTEMS, INC.

FILED
97 APR 10 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is CareMed Health Systems, Inc. (the "Corporation").

II.

The Articles of Incorporation of the Corporation, as amended to date, are hereby amended by adding a new Article VIII to read in its entirety as follows:

ARTICLE VIII - DISTRIBUTIONS

No dividend or other distribution upon the Common Stock of the Corporation shall be made unless such distribution shall have been approved by the Board of Directors of the Corporation and by the holders of a majority of the outstanding shares of such Common Stock.

III.

This Amendment was adopted and approved at a joint meeting of the board of directors and the shareholders of the Corporation held on April 8, 1997. The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, CareMed Health Systems, Inc. has caused these Articles of Amendment to be executed as of the 8th day of April, 1997.

CAREMED HEALTH SYSTEMS, INC.

By: _____

Oswaldo S. Martinez
President