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DYNAMIC HEALTHCARE TECHNOLOGIES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2001

DYNAMIC HEALTHCARE TECHNOLOGIES, INC.
615 CRESCENT EXECUTIVE CT
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LAKE MARY, FL 32746

SUBJECT: DYNAMIC HEALTHCARE TECHNOLOGIES, INC.
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DYNAMIC HEALTHCARE TECHNOLOGIES, INC.**

Pursuant to Sections 607.1003 and 607.1006
of the Florida Business Corporation Act

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Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Dynamic Healthcare Technologies, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation ("Articles of Amendment"):

ARTICLE I
Name

The name of the corporation is Dynamic Healthcare Technologies, Inc.

ARTICLE II
Amendment

The following Section 2(d) shall be added to Section 2 of Article VI of the Corporation's Articles of Incorporation immediately following Section 2(c) of Article VI:

" (d) In the event of the conversion of the Series C Preferred Stock in accordance with Section 6 hereof or upon the occurrence of a Change of Control (as defined below), each share of Series C Preferred Stock shall entitle the holder thereof the right to receive an amount equal to the greater of: (i) \$0.125, or (ii) an accumulated contingent dividend of \$0.08 per annum per share, as calculated on each share of Series C Preferred Stock from January 1, 2001 through the date of such event.

A "Change of Control" for purposes of this Section 2(d) shall mean the occurrence of any of the following events:

- (1) Thirty percent (30%) or more of the Corporation's voting stock shall be acquired by any person, entity or affiliated group;
- (2) Any merger, consolidation or business combination pursuant to which Corporation is not the surviving corporation or thirty percent (30%) or more of the

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Corporation's voting stock shall be owned or controlled by any person, entity or affiliated group;

- (3) A liquidation or dissolution of the Corporation; or
- (4) The sale of all or substantially all of the Corporation's assets."

Section 6(c)(ii) of Article VI of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is hereby amended to read as follows:

- "(ii) "Additional Stock" as used herein shall mean any shares of Common Stock issued (or deemed to have been issued) or rights, warrants, options or other exchangeable securities convertible into Common Stock (including shares of Common Stock held in the Corporation's Treasury) by the Corporation after July 29, 1998; but shall not include securities of the Corporation issuable pursuant to any Corporation employee benefit plan or employment contract to which the Corporation is a party, or any shares of Common Stock issued or issuable as a result of the exercise or conversion of rights, warrants, options, or other exchangeable securities convertible into Common Stock that were outstanding as of July 29, 1998. "

ARTICLE III

Date of Adoption

The Articles of Amendment were adopted on the 30th day of March, 2001.

ARTICLE IV

Manner of Adoption

The Board of Directors of the Corporation reviewed, considered, and pursuant to unanimous action by written consent in accordance with Section 607.0821 of the Florida Business Corporation Act duly adopted the Articles of Amendment, effective March 30, 2001, and declared the Articles of Amendment to be advisable and presented the same to the holders of all of the Corporation's outstanding Series C 8% Redeemable Convertible Preferred Stock ("Preferred Stock") for approval. Thereafter, the holders of all of the Corporation's outstanding Preferred Stock duly approved the Articles of Amendment on March 30, 2001 by written consent in accordance with Section 607.0704. The holders of all of the Corporation's outstanding Preferred Stock were the only holders of the Corporation's capital stock entitled to vote on the Articles of Amendment and the vote cast in favor of the Articles of Amendment by such shareholders was sufficient for approval of the Articles of Amendment. Accordingly, the Articles of Amendment has been authorized by all appropriate action under the Florida Statutes.

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IN WITNESS WHEREOF, Dynamic Healthcare Technologies, Inc. has caused these Articles of Amendment to be signed by Cris Assif, its President and Chief Executive Officer, on this 30th day of March, 2001.

**DYNAMIC HEALTHCARE TECHNOLOGIES,
INC.**

By: 

Cris Assif, President and CEO

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