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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: JUSTIN T WILSON
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NAME: PRIMED HEALTH CORPORATION

AUDIT NUMBER.....H97000005793

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PRIMED HEALTH CORPORATION**

FILED
97 APR 10 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1006, Florida Statutes, the undersigned, being the Incorporator of Primed Health Corporation, a Florida corporation (the "Corporation") does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation.

1. Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article I shall be as follows:

Article I.

The name of this Corporation shall be:

ZAG Group, Inc.

2. Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article V shall be as follows:

Article V

The mailing address of the Corporation is c/c Ziskind & Arvin, P.A., 444 Brickell Avenue,
Suite 905, Miami, FL 33131

3. Article VI of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article VI shall be as follows:

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 612
Miami, Florida 33131
(305) 577-4888
Florida Bar #0039632

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Article VI

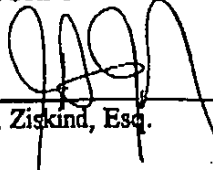
The initial register office of the corporation shall be c/o Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 905, Miami, FL 33131, and the initial registered agent of this Corporation shall be J.A. Ziskind, Esq.

2. The foregoing amendment was adopted on April 10 1997.

3. The foregoing amendment was approved pursuant by the written consent of the Incorporator of the Corporation since there are not any shareholders, directors or officers of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 10 day of April, 1997, to be effective in all respects when filed with the Florida Secretary of State.

INCORPORATOR:



J.A. Ziskind, Esq.

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