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C O N T I N U C A R E
C O R P O R A T I O N

April 30, 1998

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

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Continucare-Aventura, Inc.

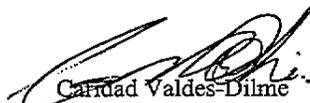
Dear Sir/Madam:

Enclosed please find Article of Amendment on the above referenced corporation. We have also enclosed a check in the sum of \$35.00 which represents your fee for filing same.

Please process same as soon as possible.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Carruad Valdes-Dilme
Legal Assistant

:cvd

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 AM 8:26

Amend.
5-15-98
CC

100 SE SECOND STREET • 36TH FLOOR

MIAMI, FLORIDA 33131

TEL 305.350.7515
FAX 305.350.9833 - 305.350.9830

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONTINUCARE-AVENTURA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, Continucare-Aventura, Inc., adopts the following articles of amendment to its articles of incorporation and hereby states as follows:

1. Article VIII is hereby amended and restated in its entirety as follows:

The Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose name and address is as follows:

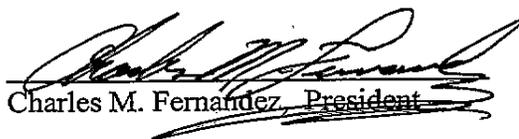
Steve J. Baldwin
President
100 S.E. 2nd Street
36th Floor
Miami, Florida 33131

2. In all other respects the Articles of Incorporation of Continucare-Aventura, Inc., shall remain in full force and effect as originally adopted.

3. These Articles of Amendment were adopted by the sole shareholder and director of the corporation, which vote was sufficient for approval, on

April 21, 1998.

Signed this 21 day of April, 1998.


Charles M. Fernandez, President

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