



P96000078618

September 12, 1997

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State of Florida  
Department of State  
Division of Corporations  
New Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation for MetCare III, Inc., and a check made payable to the Department of State for Eighty-seven dollars fifty cents (\$87.50),

Please file the Articles of Amendment to the Articles of Incorporation for MetCare III, Inc. and return a certified copy to the attention of Donald B. Cohen at Metropolitan Health Networks, Inc. at the below-referenced address.

Please contact Donald B. Cohen with any questions at 561-416-9484.

Sincerely,  
Metropolitan Health Networks, Inc.

*Lorie A. Cartwright*

Lorie A. Cartwright

Enclosure  
/lac

VS AUG 6 1998  
NE

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
METCARE III, INC.

FILED  
98 AUG -4 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned Directors of METCARE III, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P96000078618, do hereby certify:

First: That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation dated August 12, 1997, the Shareholders and Directors approved the amendments to the Corporation's Articles of Incorporation as follows:

Article I and Article VI of the Articles of Incorporation of this Corporation are amended to read in entirety as follows:

ARTICLE I  
NAME

The name of this Corporation shall be: General Medical Associates, Inc. The principal place of business shall be 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486

ARTICLE VI  
DIRECTORS

This Corporation shall have two (2) directors. The names and addresses of the Board of Directors are:

Noel J. Guillama	5100 Town Center Circle, Ste. 560, Boca Raton, FL 33486
Donald B. Cohen	5100 Town Center Circle, Ste. 560, Boca Raton, FL 33486

The foregoing instrument was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors on August 12, 1997, and by the Shareholders of the Corporation acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendments to the Corporation's Articles of Incorporation was sufficient for approval.

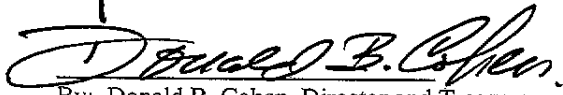
IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Amendment as of September 8, 1997.

GENERAL MEDICAL ASSOCIATES, INC. F/K/A  
METCARE III, INC.

SOLE SHAREHOLDER

  
Metropolitan Health Networks, Inc.  
Noel J. Guillama  
President and Chief Executive Officer

By: Noel J. Guillama, Director and Secretary

  
By: Donald B. Cohen, Director and Treasurer