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WEST PALM BEACH, FLORIDA

DETROIT, MICHIGAN

LANSING, MICHIGAN

April 18, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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

Re: Independence Professional Service Network, Inc.

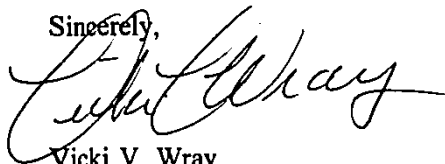
Dear Sir/Madam:

Enclosed please find one original and two (2) copies of the executed Articles of Amendment to Articles of Incorporation of Independence Professional Service Network, Inc., together with a check in the amount of \$35 as payment for the filing fee for the Amendment.

Please date stamp one copy of the Articles of Amendment and forward to me in the self-addressed, stamped envelope.

If you have any questions or need any further information, please call.

Sincerely,



Vicki V. Wray

Legal Secretary to Barbara R. Pankau

/vww

Enclosures

TAMPA/81586 1

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Amer. O.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 21 AM 9:30

FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC.**

FILED
97 APR 21 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Independence Professional Service Network, Inc. (the "Corporation").
2. The following amendments to the Articles of Incorporation were *unanimously adopted* by all of the holders of Common A stock and Common B stock of the Corporation (each class voting as a separate class and both classes voting as one class) at a Joint Annual Meeting of the Directors and Stockholders of the Corporation held on April 17, 1997, at which a quorum was present (the number of votes cast being sufficient for approval). The Directors of the Corporation were not entitled to vote on the proposed amendments.

Article V is amended in its entirety to read as follows:

"ARTICLE V - CLASSES OF SHARES/VOTING

The Corporation is authorized to issue two hundred thousand (200,000) shares of capital stock divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

| <u>Class</u> | <u>Number of Shares</u> | <u>Par Value Per Share</u> |
|--------------|-------------------------|----------------------------|
| Common A | 100,000 | \$0.01 |
| Common B | 100,000 | \$0.01 |

A majority of the shares of Common A stock, then outstanding, shall be entitled to elect one-half (1/2) of the total number of board members. A majority of the shares of Common B stock, then outstanding, shall be entitled to elect one-half (1/2) of the total number of board members.

The following events must be approved by sixty-five percent (65%) of the outstanding shares of both Common A and Common B stock (each class voting as a separate class) and by a majority of the outstanding shares of the Common A stock and Common B stock voting together as one class subject to the requirements of Florida Statutes 607.0732, as amended from time to time: an amendment to the Corporation's Bylaws and/or these Articles; a statutory merger;

and a sale of substantially all of the assets of the Corporation to an unaffiliated third party other than in the ordinary course of business.

Except as provided in these Articles, in the Bylaws of the Corporation or in the Shareholders Agreement, each share will have the same rights without regard to class."

The Articles of Incorporation are amended to include the following Article:

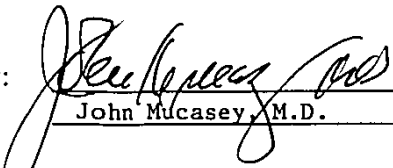
"ARTICLE X - DISSOLUTION

The proposal to dissolve the Corporation must be approved by the votes of all of the outstanding shares of Common A stock and Common B stock (each class voting separately as a class and both classes voting together as one class)."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**INDEPENDENCE PROFESSIONAL
SERVICE NETWORK, INC.,**
a Florida corporation

By:



John Mucasey, M.D.

Its:

President and CEO