<u> 194000093398</u>

GREGORY A. MARTIN & ASSOCIATES, P.A.

January 9, 1997

NEW WORLD TOWER 100 NORTH BISCAYNE BOULEVARD SUITE 601 MIAMI, FLORIDA 33132 TELEPHONE (305) 373-4644 TELEPAX (305) 373-5744

VIA FEDERAL EXPRESS

LAW OFFICES

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

Re: Promed U.S.A., Inc.

200002063422--4 -01/21/97--01046--007 *****35.00 *****35.00

Dear Sir or Madam:

I am enclosing for filing an original plus one copy of an Amendment to the Articles of Incorporation for the above referenced corporation. Please return a file stamped copy to me the enclosed self-addressed stamped envelope. I have also enclosed a check in the amount of \$35.00 representing the appropriate filing fee for the same.

If you have any questions, or need additional information, please contact me at (305) 373-4644. Thank you for your anticipated cooperation.

Sincerely yours,

Gins A. Dombosch, Esq.

Enclosures
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PROMED U.S.A., INC.

(BY THE INCORPORATOR)

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: The name of the corporation is Promed U.S.A., Inc.

SECOND: The Articles of Incorporation of this Corporation are amended by changing the Article numbered "1" so that, as amended, said Article shall read as follows:

ARTICLE I. The corporate name that satisfies the requirements of Section 607.0401 is: Pro Med U.S.A., Inc.

THIRD: The Amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 9th day of January 1997.

FOURTH: Prior to the issuance of shares, the amendment was adopted by the incorporator and shareholder action was not required.

Signed this 9th day of January, 1997

PROMED U.S.A. INC.

By:

na A. Finuccio

Incorporator

JAH 10 AH 8:

Lucie