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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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4-30-98
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DOUGLASS MEDICAL, INC.

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98 APR 30 PM 2:54

The undersigned Corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is DOUGLASS MEDICAL, INC.

2. Article V of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE V

"CAPITAL STOCK

"This corporation shall be authorized to issue ten (10) shares of no par value common stock."

3. Each one hundred thousand (100,000) shares of the currently issued and outstanding one cent (\$.01) par value common stock shall be converted to one (1) share of no par value common stock in connection with a one hundred thousand-for-one (100,000:1) reverse stock split whereby each one hundred thousand (100,000) shares of common stock, par value \$.01 per share (the "Old Common Stock"), outstanding immediately prior to the adoption of the aforesaid amendment, as well as any shares issuable upon exercise of outstanding options, will become equivalent to and be exchanged for one (1) share of common stock, no par value (the "New Common Stock"). Fractional shares of New Common Stock will not be issued as part of the aforesaid exchange of New Common Stock for Old Common Stock, but any shareholder who would be entitled to a fractional share in such exchange will be paid in cash the fair value of such fractional share in lieu thereof.

4. This Amendment has been adopted by a majority of the holders of the only class of stock of the Corporation and by all of the Directors of the Corporation, pursuant to the Written Action in Lieu of a Special Meeting of the Board of Directors and the Majority Shareholders of DOUGLASS MEDICAL, INC. dated April 29, 1998, which vote is sufficient to approve the adoption of the Amendment.

04/27/98 MON 18:03 FAX 8135469756

BIMECO

009

FROM: BRONSTEIN CARLSON ET AL

813 898 8811

1998,04-27

17:35

#751 P.03/03

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 29th day of April, 1998.

DOUGLASS MEDICAL, INC.,
a Florida corporation

By: Richard H. Perry
Richard H. Perry, President

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