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BURR & FORMAN LLP

POST OFFICE BOX 830719
BIRMINGHAM, ALABAMA 35283-0719
(205) 251-3000

ALLEN D. COPE
DIRECT DIAL (205) 458-5403

WRITER'S OFFICE:
SUITE 3100, SOUTHTRUST TOWER
420 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
FACSIMILE (205) 458-6100

April 29, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State, Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Amendments

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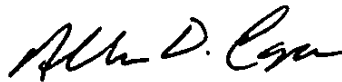
Re: Amendment to Articles of Incorporation for SMS Acquisition, Inc.

Dear Sir or Madam:

Enclosed please find one (1) original and two (2) copies of the Articles of Amendment to Articles of Incorporation for SMS Acquisition, Inc. Additionally, enclosed please find a check for \$96.25 which includes the filing fee, certified copy of the amendment, and a certificate of status. Please return the certified copy and certificate of status to Allen D. Cope, 420 North 20th Street, Suite 3100, Birmingham, Alabama 35203.

If you have any question regarding this matter, please call me at (205) 458-5403. Thank you for your consideration to this matter.

Sincerely yours,



Allen D. Cope

Enclosures

cc: Gene T. Price, Esquire

FILED
97 APR 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHS
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMS ACQUISITION, INC.
(the "Corporation")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the Corporation is SMS Acquisition, Inc. Upon filing of these Articles of Amendment, the name of the Corporation will be Quality Care Physicians, Inc.

SECOND: The Board of Directors of the Corporation, by unanimous written consent of its members, duly adopted the following resolution proposing and declaring advisable the following amendment to the Articles of Incorporation:

"RESOLVED, that the Articles of Incorporation be amended by changing Article FIRST thereof so that, as amended, said Article shall be and read as follows:

FIRST: The name of the corporation that satisfies the requirements of Section 607.0401 is:


Quality Care Physicians, Inc.

THIRD: The date of the amendment's adoption is April 10, 1997.

FOURTH: Said amendment was duly adopted by the sole stockholder of the Corporation in accordance with the provisions of sections 607.0704 and 607.1006, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation
are signed this the 10th day of April, 1997.

SMS ACQUISITION, INC.
(TO BE HEREAFTER KNOWN AS QUALITY
CARE PHYSICIANS, INC.)


Stephen R. Westenhofer
President