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October 16, 1997

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

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: New Millennium Management Services, Inc.

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Amendment to Articles of Incorporation.

I have also enclosed my check in the amount of \$35.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 20 AM 10:38

FILED

Amend

LFS

10-22-97

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

NEW MILLENNIUM HEALTH MANAGEMENT SERVICES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to Article IV, of the Articles of Incorporation of NEW MILLENNIUM HEALTH MANAGEMENT SERVICES, INC., which shall be amended to read as follows:

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the registered agent of the corporation at that address shall be THOMAS C. SANTORO, ATTORNEY AT LAW.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

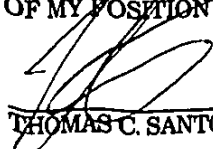
The amendment were adopted by the board of directors without shareholder action and shareholder action was not required.

The foregoing amendment was adopted on the 24th day of September, 1997.

NEW MILLENNIUM HEALTH MANAGEMENT
SERVICES, INC.


BY: JAMES VANCE BARTLETT as
CHIEF EXECUTIVE OFFICER

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


THOMAS C. SANTORO - REGISTERED AGENT

DATED: 10/3/97

FILED
97 OCT 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA