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* ALL OTHER ATTORNEYS ADMITTED
IN NY ONLY

May 2, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/06/97--01008--009
*****96.25 *****96.25

Attention: Amendment Section

Re: Articles of Amendment to Articles of Incorporation of Health Exchange, Inc.

Dear Sir/Madam:

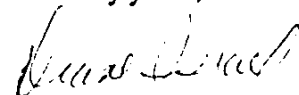
Enclosed herewith please find Articles of Amendment to Articles of Incorporation of Health Exchange, Inc. along with our check made payable to the Department of State in the amount of \$96.25 for the following:

1. \$35.00 filing fee for the Articles of Amendment
2. \$52.50 for a certified copy
3. \$ 8.75 for a certificate of status

Please return all requested documents for the above corporation to the undersigned's attention.

Should you have any questions, please do not hesitate to call.

Sincerely yours,



Diane Israel
Legal Assistant

Enclosures

VS MAY 14 1997

Amend.

FILED
MAY -5 PM 9:55
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEALTH EXCHANGE, INC.

FILED
97 MAY -5 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

FIRST: Amendment adopted:

ARTICLE III CAPITAL STOCK

Add item: H. Preemptive Rights. Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

SECOND: Amendment adopted:

ARTICLE VII CORPORATE OFFICERS

JAMISON SMTH as Secretary and Treasurer is amended to reflect JAMIESON M. SMITH as Secretary and Treasurer.

THIRD: The date of each amendment's adoption is May 1, 1997.

FOURTH: Adoption of Amendment:

The amend was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this May 1, 1997.

BY:



Michael H. Madnick - Incorporator