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REPLY TO: MIAMI

LEONARDO A. ROTH

ROBERT A. MILNE\*

MARK E. ROUSSO

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MICHAEL R. LINT

MARK KATSMAN

OF COUNSEL

ALAN B. SCHNEIDER, P.A.

\*BARRISTER ENGLAND AND WALES

ATTORNEY FLORIDA

Division of Corporation

P.O. Box 6327

Tallahassee, Fl 32314

Re: M.G. PAIN CENTER, INC.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of the same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed for your convenience.

If you have any questions, please feel free to contact this office.

Very Truly Yours,

ROTH & ROUSSO, P.A.

LEONARDO A. ROTH

LAR, er

Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

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Amend

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
M.G. PAIN CENTER, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST: The following shall be removed as Secretary of the aforementioned corporation and shall become the Vice President of the aforementioned Corporation:

Liliana Garber  
3883 N.E. 169th Street  
North Miami Beach, FL 33160

SECOND: The following shall be the new Treasurer and Director of the aforementioned Corporation:

Carlos Caballero  
4831 N.W. 99th Court  
Miami, FL 33178

THIRD: Article III shall be hereby amended to state as follows:

"The Capital Stock of the Corporation upon commencing business operations shall consist of:

a. ONE HUNDRED AND FIFTY (150) SHARES of par value. For incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration."

FOURTH: The Corporation shall offer for sale according to the Articles of Incorporation, any and all outstanding shares of the corporation.

FIFTH: The shareholders Eduardo Garcia and Liliana Garber, hereby state that they waive their preemptive right to any outstanding shares.

SIXTH: The date of the Amendment's adoption was April 17, 1998.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

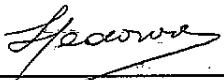
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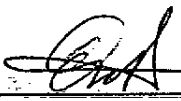
APPROVED  
AND  
FILED

SEVENTH: The Amendment was adopted by the Board of Directors with Shareholder Action as Shareholder Action was required.

Prepared By:  
Leonardo A. Roth, Esq.  
9350 S. Dixie Hwy., Ph2  
Miami, Fl 33156  
Tel: (305) 670-9994  
Fl. Bar No.: 747793

Signed this 17th day of April, 1998

  
\_\_\_\_\_  
LILIANA GARBER, Director  
and Shareholder

 PRECIDENTE  
\_\_\_\_\_  
EDUARDO GARCIA, Director  
and Shareholder