

P97000036742

**Richard A. Barber, C.P.A.**  
13831 S.W. 59th Street, Suite 207  
Miami, Florida 33183  
Telephone: (305) 385-5888 Fax:(305) 385-0086

August 13, 1997

Division of Corporations  
Attn: Amendments Section  
P.O. Box 6327  
Tallahassee, Fl. 32314

Ref: Elm Cardiovascular, Inc.

Enclosed please find our check in the amount of \$ 35.00 and the Articles of Amendment and Letter of Resignation for the above Corporation. Please send acknowledgment to the above address as soon as possible.

Sincerely,

  
Richard A. Barber

700002269307--4  
-08/18/97-01040-004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
KFS

8-26-97

ARTICLES OF AMENDMENT

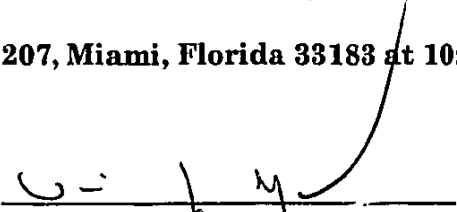
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ELM CARDIOVASCULAR, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**On July 20, 1997, the Stockholder's approved the election of Richard A. Barber as a member of the Board of Directors and nominated Richard A. Barber as President of ELM Cardiovascular, Inc. Mr. Barber accepted the aforesaid nomination. Elias Luiz Messer, then acting interim President tendered his resignation as interim President. Mr. Barber accepted the aforesaid nomination. These Articles of Amendment were adopted on July 20, 1997 at the offices of ELM Cardiovascular, Inc. located at 13831 S.W. 59th Street, Suite 207, Miami, Florida 33183 at 10:00 A.M.**

  
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Elias Luiz Messer, Director