

HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8787
TELECOPIER (305) 374-2805

July 8, 1997

P97000059100

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Meditel, Inc.

800002242668--0
-07/21/97--01076--001
***43.75 ***43.75

Dear Sir/Madam:

Enclosed please find our check for \$43.75, this amount represents a \$35 filing fee to file an Amendment to the Articles of Incorporation and a Certificate of Good Standing for the above-described corporation.

Also enclosed is a copy of this letter which should be date stamped and forwarded to us in the above-described envelope.

Sincerely,

Olga Giberga-Lee
Olga Giberga-Lee
Legal Assistant

97 AUG -6 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Enclosures

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368



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 28, 1997

HORNSBY, SACHER, ZELMAN, ET.AL.
% OLGA GIBERGA-LEE
1401 BRICKELL AVE., SUITE 700
MIAMI, FL 33131

SUBJECT: MEDITEL, INC.
Ref. Number: P97000059100

We have received your document for MEDITEL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 597A00037984

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97 AUG -5 AM 9:28
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT OF THE ARTICLES
OF INCORPORATION OF MEDITEL, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, MEDITEL, INC., a Florida corporation (the "Corporation"), adopts the following articles of amendment to its Articles of Incorporation.

ARTICLE I

The name of the Corporation is: Meditel, Inc..

ARTICLE II

Article I of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

The name of the Corporation is

diab-Night Clinic, Inc.

The principle office or the mailing address of the Corporation is c/o Robert Paul, Esq., 1401 Brickell Avenue, Suite 700, Miami, Florida 33131 subject to change and relocation by the Board of Directors.

ARTICLE III

Date of Adoption

The amendment was adopted on the 14 day of July, 1997.

ARTICLE IV

Manner of Adoption

The amendment was duly approved by unanimous consent of the Board of Directors and Shareholders of the Corporation.

Dated this 14 day of July, 1997.

diab-Night Clinic, Inc.

By: Dr. Elke Austenat
Elke Austenat, M.D.
President and Secretary

By: Margrit Reinhold
Margrit Reinhold,
Vice President and
Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG - 6 AM 11:31

APPROVED
AND
FILED