

OCT 23 '97 11:37 AM COHEN BERKE

P.1

10/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:18 AM

((H97000017637 4))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P ACCT#: 075410000050
CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900 FAX #: (305)857-9322

NAME: SMARTMED HEALTHCARE SYSTEMS, INC.
AUDIT NUMBER.....H97000017637
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Menu: <Ctrl R-Shift>

2400 7E1 REC

FILED
97 OCT 23 PM 1:25
TALLAHASSEE, FLORIDA
ANS
Online

RECEIVED
97 OCT 23 AM 11:51
DIVISION OF CORPORATIONS

Amendment
10/23/97
DC

OCT 23 1997 11:37AM COHEN BERKE
H 97000017637

FP.2/34

FILED
97 OCT 23 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
SMARTMED HEALTHCARE SYSTEMS, INC.

Pursuant to the provision of Section 607.1003 and Section 607.1006 of the Florida Business Corporation Act (the "Act"), SmartMed Healthcare Systems, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are amended by deleting Article III which relates to the authorized capital stock of the Corporation in its entirety and replacing it with the following new Article III:

ARTICLE III

SHARES

The authorized capital stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF STOCK</u>
10,000	\$1.00	Common Stock

There shall be no pre-emptive rights granted to the stockholders.

2. The Articles of Incorporation are amended by deleting Section C in Article IX which relates to the indemnification of officers and directors in its entirety and replacing it with the following new Section C, Article IX.

Prepared by:
James P. Moskosky, Esq.
Florida Bar No. 727008
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

H 97000017637

ARTICLE IX

GENERAL PROVISIONS

C. To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

3. All of the directors and all of the shareholders of the Corporation adopted each amendment by signing a written statement dated as of September 29, 1997 manifesting their intention to adopt same, pursuant to Sections 607.0821 and 607.0704 of the Act respectively.

DATED: September 29, 1997

SmartMed Healthcare Systems, Inc., a Florida corporation

By: 

Mark Forstman, Secretary

CT09657.SPI

H97000017637