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ATTORNEYS AT LAW

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May 11, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

100002521711-7  
-05/13/98-01052-006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Total Medical Management Solutions, Incorporated

Dear Sir/Ma'am:

Enclosed please find original Amendment to Articles of Incorporation for the above-captioned corporation, along with a firm check in the amount of \$87.50 to cover the following:

Filing Fee	\$35.00
Certified Copy Fee	<u>52.50</u>
	\$87.50

We would appreciate your filing the Amendment, certifying a copy, and returning the certified copy to us.

Thank you for your assistance.

Sincerely,

*Cody W. Waters*  
Cody W. Waters

CWW\dlb\058  
Enclosures

APPROVED  
AND  
FILED

MAY 13 PM 12:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend  
4/28  
Cert Copy  
PA7 000087007*

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED

WHEREAS, the Articles of Incorporation of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED were filed with and approved by the Secretary of State of the State of Florida on the 8th day of October, 1997; and

WHEREAS, it is the intention of the sole director and the sole stockholder of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED that the Articles of Incorporation of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by the sole director of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED, pursuant to the provisions of Florida Statutes, Section 607.0821, on the 8th day of April, 1998; and

WHEREAS, the proposed amendment was approved and adopted by the sole stockholder comprising the only voting group of stockholders of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED, pursuant to the provisions of Florida Statutes, Section 607.0704, on the 8th day of April, 1998; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 13 PM 2:51

APPROVED  
AND  
FILED

NOW, THEREFORE, the Articles of Incorporation of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED are hereby amended, by deleting in its entirety the present Article IV and by substituting therefor the following, to-wit:

"ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 2,000,000 shares of common capital stock having a par value of \$.01 per share of which (i) 1,000,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 1,000,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED, by its President and Secretary this 8th day of April, 1998.

TOTAL MEDICAL MANAGEMENT SOLUTIONS,  
INCORPORATED

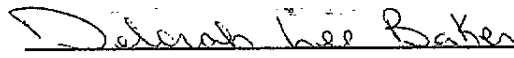
By: 

James E. Lott, President and  
Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me the 8th day of April, 1998, by JAMES E. LOTT, President and Secretary of TOTAL MEDICAL MANAGEMENT SOLUTIONS, INCORPORATED, a Florida corporation, who is personally known to me or who has produced NIA as identification.

  
Deborah Lee Baker  
Print Name

Notary Public

My Commission Expires:

