

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : MEDICAL INDUSTRIES OF AMERICA, INC.
Account Number : I19980000026
Phone : (561)737-2227
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BASIC AMENDMENT

VALLEY PAIN CENTERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VALLEY PAIN CENTERS, INC.**

Pursuant to Provisions of the
Florida Business Corporation Act

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALLEY PAIN CENTERS, INC. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Shareholders and the Board of Directors of the Corporation adopted the following resolutions, effective as of September 1, 1998, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Corporation is authorized by its By-laws to amend or repeal any provision contain in its Articles of Incorporation (hereinafter "Articles").

WHEREAS, the Shareholders and the Board of Directors of the Corporation, by resolution effective September 1, 1998, authorized the amendment set forth below to the Articles.

IT IS, THEREFORE,

RESOLVED, that Article 4 of the Articles is deleted in its entirety and in its place the following Article 4 is hereby adopted and incorporated into the Articles:

The maximum aggregate number of shares of common stock, par value \$.01 per share (the "Common Stock") that this corporation shall have authority to issue is 25,000 shares.

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RESOLVED, except as set forth herein the Amended and Restated Articles of Incorporation of Valley Pain Centers, Inc. remain unchanged.

NOW THEREFORE

The foregoing was authorized by the Shareholders and the Board of Directors by written consent effective September 1, 1998.

VALLEY PAIN CENTERS, INC.

By: *E. Nicholas Davis, III*
E. Nicholas Davis, III,
Director/Executive Vice President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

On this 9th day of February, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared, E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the Director and Executive Vice President of VALLEY PAIN CENTERS, INC., and that he executed as said officer and director the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said Corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

R. Williams
NOTARY PUBLIC

Notary Public Commission expires:
[notarial seal]

