

CLIFTON H. RODRIQUEZ, C.P.A., P.A.

Certified Public Accountant & Management Consultant

Managing Director Clifton H. Rodriguez, C.P.A.

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May 24, 1999

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Karen Gibson

FILED
99 MAY 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Primary Care Practitioners & Associates, P.A.

Dear Karen:

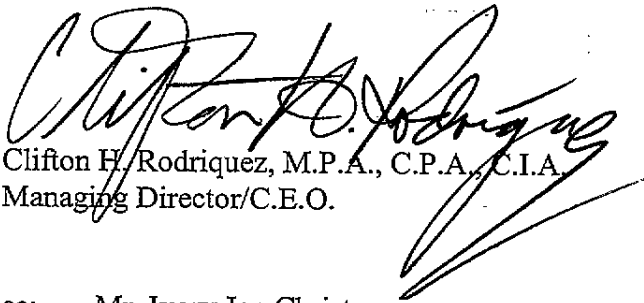
We would like to file the following articles of amendment on behalf of our client, **Primary Care Practitioners & Associates, P.A.** This amendment to the articles is necessary since the shareholder(s) decided to amend certain article(s).

See the attached amendments for specific details. If you have any questions or concerns do not hesitate to contact us at the above address.

Your cooperation and promptness in handling this matter would be most appreciated.

Yours very cordially,

CLIFTON H. RODRIQUEZ, C.P.A., P.A.


Clifton H. Rodriguez, M.P.A., C.P.A., C.I.A.
Managing Director/C.E.O.

CORAPA MKD

cc: Mr. Ivory Joe Christen
Mr. Sola Gafaru
File

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-05/28/99--01006--004
*****35.00 *****35.00

Enclosure(s)

CHR/tbr

AMEND
05/28

ARTICLES OF AMENDMENT

of

Primary Care Practitioners & Associates, P.A..

FILED
99 MAY 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Ivory Joe Christen, President/Chairman of the Board and registered agent, of Primary Care Practitioners & Associates, Inc., a Florida Subchapter S Corporation, do hereby certify that a meeting of the shareholder(s) of said corporation, duly called and held in the City of Davie, Florida on May 24, 1999, at which meeting a majority of the shareholder(s) were present in person or by proxy resolution(s) as hereinafter set forth were adopted by a majority vote of said shareholders. The number of votes for the amendment was sufficient for approval.

RESOLVED, that Article IV is hereby amended to read as follows:

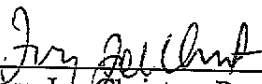
Article IV: Number of Shares Authorized for Issuance

The number of common shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000)

The par value of the corporation common stock will be \$1.00. Ivory Joe Christen and Igdalis R. Christen will own 60% of the outstanding shares, Sola Gafaru and Raufu Taylor will own 40%. The shareholders agree to offer the corporation the right to buy back or re-acquire, commonly referred to as "first refusal", any outstanding shares of common stock before those shares are offered as a gift or for consideration (i.e., money or any item of value) to an outsider (i.e., any person who is not an original subscriber or incorporator of the corporation). Fifty one (51%) of the Board of Director(s) or fifty one (51%) of the shareholder(s) must approve the sale of, or issuance as a gift, fifty percent (50%) of the company's stock to any outsider(s).

EXECUTED this 24 day of May, 1999


Ivory Joe Christen, President/Chairman/Registered Agent

STATE OF FLORIDA)

: ss

COUNTY OF BROWARD)

Personally appeared before me, the undersigned authority, Ivory Joe Christen, who is known to me to be the person(s) who executed the foregoing Articles of Amendment of **Primary Care Practitioners and Associates. P.A.**, a Florida Subchapter S Corporation and he acknowledged before me that he subscribed to these Articles in good faith, for the purpose(s) and use(s) set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____, 1999.

Notary Public, State of Florida

My Commission Expires:

Printed Name