

P98000027151

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MÄHLON H. BARLOW, III
JOHN R. BUSH
MINDY L. CARREJA
JAMES O. DAVIS, III
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
LISA A. HOPPE
PAUL L. HUEY

DAVID M. JEFFRIES
S. TODD MERRILL
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

March 10, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: PHYSIOMETRICS, INC.
Our File No. CYSI-0

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Amendment to Articles of Incorporation, together with our firm's check in the amount of \$43.75 in payment of the following charges:

1.	Fee for filing Articles of Amendment	\$35.00
2.	Fee for obtaining certified copy of Articles of Amendment	<u>8.75</u>
		\$43.75

I would appreciate it if you will file the original Articles of Amendment and return to me a certified copy of the Articles as filed. Thank you for your assistance in this matter.

Sincerely,

Randy K. Stern

Randy K. Sterns

RKS/pl
Enclosures
cc: Physiometrics, Inc.
168872.1

900002805549--0

-03/15/99-01068-004

*****43.75 *****43.75

FILED
MAR 15 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + NC.
3-16-99
CC

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PHYSIOMETRICS, INC.

FILED
99 MAR 15 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHYSIOMETRICS, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

ARTICLE I

The name of the corporation shall be TFT MEDICAL, INC.

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

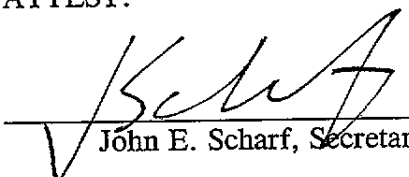
3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§ 607.0821, .0704, and .1003, Florida Statutes, the holders of a majority of all issued and outstanding shares of the Corporation's single authorized class of common stock, \$.001 par value, and separately of its Series A Convertible Preferred Stock, par value \$.001, and all directors, having executed a written statement, dated February 8, 1999, manifesting their intentions that the amendment be adopted.

4. The amendment recited in Section 1 above has been duly approved by the shareholders of the Corporation in accordance with the provisions of §607.1006, Florida Statutes, and the number of votes cast for the amendment by the holders of each outstanding class or series was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and the attestation of its Secretary this 8th day of February 1999.

PHYSIOMETRICS, INC.

ATTEST:


John E. Scharf, Secretary

By: 
Joseph M. Looney, Jr., President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 8th day of February 1999, by JOSEPH M. LOONEY, JR., an individual known to me, in his capacity as President of PHYSIOMETRICS, INC., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

Notary Public

Sign: Dottie R. Socolow

Print: DOTTIE R. SOCOLOW

My Commission Expires:



DOTTIE R SOCOLOW
My Commission CC518739
Expires Dec 17 1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 8th day of February 1999, by JOHN E. SCHARF, an individual known to me, in his capacity as Secretary of PHYSIOMETRICS, INC., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

Notary Public

Sign: Dottie R. Socolow

Print: DOTTIE R. SOCOLOW

My Commission Expires:



DOTTIE R SOCOLOW
My Commission CC518739
Expires Dec 17 1999

168872.1