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NAME: MEDICAL FIRST, INC.  
AUDIT NUMBER.....H98000007394  
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*Amendment*  
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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MEDICAL FIRST, INC.,  
a Florida corporation**

FILED  
98 APR 20 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Article III of the Articles of Incorporation of Medical First, Inc., a Florida corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

**ARTICLE III**  
**CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Five Million (5,000,000) shares, One Cent (\$.01) par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

This Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of Incorporation of the Corporation was approved by the Corporation's sole Incorporator by Written Consent effective as of April 17 1998. Shareholder action was not required.

**IN WITNESS WHEREOF**, the undersigned sole Incorporator of the Corporation has executed these Articles of Amendment this 17 day of April, 1998.

**Medical First, Inc.,  
a Florida Corporation**

By: Marshall R. Burack  
Marshall R. Burack, Incorporator

Prepared by:  
Marshall R. Burack, Esq.  
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