

P98000047602
GLASSBERG & GLASSBERG, P.A.

1570 MADRUGA AVENUE
SUITE 211
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG
LORI H. GLASSBERG
OF COUNSEL:
ROBERT C. BIEGEN

(305) 669-9535
FAX (305) 669-0804

August 4, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002611183--8
-08/10/98--01021--016
*****35.00 *****35.00

RE: COORDINATED PHYSICIAN SERVICES, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for COORDINATED PHYSICIAN SERVICES, INC. and our check in the amount of \$35.00.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,


David M. Glassberg

DMG/bac
enclosures

FILED
98 AUG 10 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
8-13-98
cc

ARTICLES OF AMENDMENT
FOR
COORDINATED PHYSICIAN SERVICES, INC.

FILED
98 AUG 10 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

COORDINATED PHYSICIAN SERVICES, INC.

2. The Articles of Incorporation are amended by striking therefrom Article III, in its entirety, and inserting in place thereof the following:

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue two classes of capital stock designated "Common Stock" and "Preferred Stock", respectively. The number of shares of Common Stock authorized to be issued is fifty million (50,000,000) and shall have a par value of \$.001 per share. The number of shares of Preferred Stock authorized to be issued is twenty million (20,000,000) and shall have a par value of \$.001 per share.

1. Liquidation and Dividend Rights.

1.1 Liquidation Rights. In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, (i) the holders of the Common Stock shall be entitled to ninety nine (99%) percent of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Common Stock according to the number of shares of Common Stock held by each such holder; and (ii) the holders of the Preferred Stock shall be entitled to one (1%) percent of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Preferred Stock according to the number of shares of Preferred Stock held by each such holder. The holders of Preferred Stock shall not receive a preference of liquidation.

1.2 Reorganization. A reorganization, consolidation or merger of this corporation with or into any other corporation or corporations or other entity or entities, or a sale, conveyance,

lease, transfer or other disposition of all or substantially all the properties and assets of this corporation, or a sale or other transfer, in a single transaction or in a series of related transactions, of 50% or more of the outstanding capital stock of this corporation, shall not be deemed a liquidation, dissolution or winding up of this corporation for the purpose of this Article.

1.3 Valuation. Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of this corporation.

1.4 Dividend Rights. The holders of the then outstanding Common Stock shall be entitled to receive ninety nine (99%) percent of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefore, such percentage to be divided pro rata among each of the holders of the Common Stock according to the number of shares of Common Stock held by each such holder. The holders of the then outstanding Preferred Stock shall be entitled to receive one (1%) percent of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefor, such percentage to be divided pro rata among each of the holders of the Preferred Stock according to the number of shares of Preferred Stock held by each such holder. Such dividends may be payable quarterly or otherwise as the Board of Directors of this corporation may from time to time determine. The holders of Preferred Stock shall not receive a preference in the event a dividend is declared.

2. Voting Rights. Except as otherwise required by law, the rights of the holders of Common Stock and Preferred Stock to vote on any matters submitted to shareholders of this corporation shall be as follows:

2.1 Common Stock. Each holder of shares of Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one (1) vote for each share of Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.2 Preferred Stock. Each holder of shares of Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one (1) vote for each share of Preferred Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.


2.3 Class Voting. The holders of the Common Stock and the holders of the Preferred Stock shall vote together as a single class.

3. Redemption of Preferred Stock. At the option of the Corporation, the Corporation may redeem all of the Preferred Stock. In the event of said Redemption, each share of Preferred Stock shall be exchanged for one (1) share of the Corporation's Common Stock.

4. Other Rights. Except as otherwise provided in this Article, the rights of the holders of the Common Stock and the rights of the holders of the Preferred Stock shall be identical.

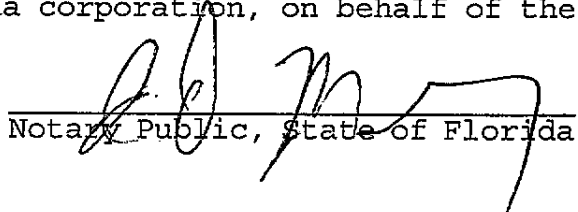
The foregoing amendment was adopted by all of the Directors of the Corporation and the sole Stockholder of the Corporation at a Special Meeting of the Board of Directors, pursuant to Florida Statutes, on the 31st day of July, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 31st day of July, 1998.


Thomas J. Taule,
President and Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by Thomas J. Taule, President and Secretary of the above-named Florida corporation, on behalf of the corporation.


Notary Public, State of Florida

My Commission expires:

