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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 5, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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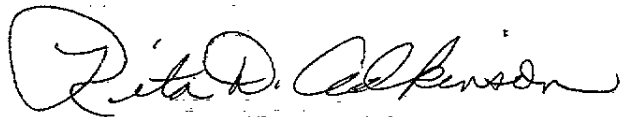
Re: Cambridge Medical Holdings, Inc.  
(Our File No. 245-98026)

Gentlemen:

Enclosed please find the Articles of Amendment to Articles of Cambridge Medical Holdings, Inc. to be filed, together with our check in the amount of \$35.00 which represents the fee for filing the Amendment.

A stamped addressed envelope is enclosed for your convenience in returning the Amendment to us. Please call us should you have any questions.

Sincerely,



Rita D. Adkinson  
Legal Secretary

Enclosures

cc Jay Koenigsberg, Esquire

AM  
KPG  
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**ARTICLES OF AMENDMENT TO  
ARTICLES OF CAMBRIDGE MEDICAL HOLDINGS, INC**

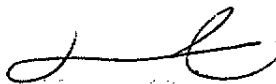
The undersigned, being the incorporator of CAMBRIDGE MEDICAL HOLDINGS, INC., (the "Corporation"), for purposes of amending the Articles of Incorporation, pursuant to Florida Statutes Section 607.1005, so as to modify paragraph Eighth thereof does hereby certify as follows:

1. The name of the Corporation is CAMBRIDGE MEDICAL HOLDINGS, INC.
2. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article EIGHTH thereof in its entirety and by substituting in lieu thereof the following new Article EIGHTH:

**EIGHTH:** The number of directors constituting the initial Board of Directors of the Corporation is 5 which may be increased by the approval of the holders of 2/3 of the then outstanding shares.

3. The aforesaid Amendment was adopted prior to the issuance of the stock of the Corporation.

IN WITNESS WHEREOF, the Corporation, by the undersigned, has executed these Articles of Amendment to the Articles of Incorporation on the 3 day of June, 1998.



Barry E. Chapnick  
Sole Incorporator

STATE OF FLORIDA                     )  
COUNTY OF Broward            ) S.S.

On the 3 day of June, 1998, before me, the undersigned authority, personally appeared Barry E. Chapnick, to me known to be the person described in the foregoing instrument, and he acknowledged to me that he executed the same for the purposes therein expressed. He is personally known to me or produced \_\_\_\_\_ as identification.



Notary Public, State of Florida

My Commission Expires:

