

P98000069548

JAY WOLFSON
ATTORNEY AND COUNSELOR AT LAW
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813-265-2250 FAX 813-963-0791

1 September 1998

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

ATTENTION: MS. WANDA SAMPSON

Dear Ms. Sampson:

200002649532--3
-09/28/98--01001--004
*****35.00 *****35.00

Subsequent to our recent filing of corporate papers for **Medical Resources Finance, Inc.**, corporate officers realized that there were four errors in the filed articles of incorporation.

These errors are:

1. The name of the corporation should be "Medical Resource Finance", not "Resources".
2. The officers of the corporation should NOT include John Puls Jr., but should be only:

President/Treasurer: Brandie Puls
Vice President/Secretary: Jay Wolfson

3. Article 4 should now read:

"The purpose of this Corporation is to provide increased access to medical services and to conduct other legal business in the State of Florida."

3. The total number of shares issued should be 10,000,000 (ten million).

I have incorporated these changes into the attached Amended Articles of Incorporation, and I understand that the fee for filing Articles of Correction of \$35 will be appropriate. Please advise me to the contrary.

Thank you in advance for your kind assistance in this matter.

Very sincerely,

Jay Wolfson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -5 PM 4:08

FILED

10-6-98 Name Change
Amendment
DC

JAY WOLFSON
ATTORNEY AND COUNSELOR AT LAW
804 EVENINGSIDE COURT, TAMPA, FLORIDA 33613
813-265-2250 FAX 813-963-0791

2 October 1998

Florida Division of Corporations
Attention: Ms. Darlene Connell
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Connell:

I am in receipt of your letter number 798A00048462, concerning the amended articles of incorporation for Medical Resources Finance, Inc.,

Please be advised, that upon the direction of the Shareholders and the Board of Directors, I have been asked to modify those amendments as attached. Please, therefore, consider the attached Amended Articles of Incorporation, to represent the formal, amended filing for the corporation. We noted that there was a duplication in the number of articles, and made that correction. We also have added to the bottom of the document, the statement that the amendment had been approved unanimously by the shareholders.

Thanks you for your guidance in this matter. Please do not hesitate to contact me at 813-265-2250 if I can provide any additional information.

Very sincerely,


Jay Wolfson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1998

JAY WOLFSON
LAW OFFICE
804 EVENINGSIDE COURT
TAMPA, FL 33613

SUBJECT: MEDICAL RESOURCES FINANCE, INC.
Ref. Number: P98000069548

We have received your document for MEDICAL RESOURCES FINANCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 798A00048462

**AMENDED
ARTICLES OF INCORPORATION
OF MEDICAL RESOURCES FINANCE, INC.**

FILED
98 OCT - 5 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Article 1. The name of the Corporation is MEDICAL RESOURCE FINANCE, INC.
- Article 2. The address of the principal office of the Corporation is 3502 Henderson Blvd., Suite 300, Tampa, Florida 33609.
- Article 3. The duration of the Corporation is perpetual.
- Article 4. The purpose of the Corporation is to provide services to increase access to medical services and to conduct other legal business in the State of Florida.
- Article 5. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000,000 shares of common stock with a par value of \$1.00 per share. Each share shall entitle its holder to one vote at each annual or special meeting of stockholders of the Corporation. The consideration for the issuance of said shares of capital stock may be paid in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future, evidenced by a written contract, or in other benefits to this corporation at fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.
- Article 6. The Shareholders of the Corporation shall have preemptive rights to purchase shares of any Shareholder who elects to relinquish or sell shares.
- Article 7. Registered Agency and Office. The registered agent for the Corporation is Jay Wolfson, and the registered office is 804 Eveningside Court, Tampa, Florida 33613.

Article 8. The number of directors constituting the Board of Directors shall be ~~three~~ (3), and their names and addresses are:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Brandie Puls | 3502 Henderson Blvd., Suite 300, Tampa, Florida 33609 |
| John Puls | 3502 Henderson Blvd., Suite 300, Tampa, Florida 33609 |
| Jay Wolfson | 804 Eveningside Court, Tampa, Florida 33613 |

The number of directors may be raised or lowered by amendment of the bylaws, but shall in no case be lower than two.

Article 9. The officers of the Corporation shall consist of a President/Treasurer, and a Vice President/Secretary. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors, and may be removed by the Board of Directors, at such time and in such manner as prescribed in the Bylaws. The name and address of each of the officers of the Corporation is as follows:

| <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------|--------------|---|
| President/Treasurer | Brandie Puls | 3512 Henderson Blvd, Suite 300, Tampa, Florida 33609 |
| Vice President/Secretary | Jay Wolfson | 804 Eveningside Court Tampa, Florida 33613 |

Article 10. Incorporators The name and address of the incorporator of this Corporation is:

Jay Wolfson, Esq. 804 Eveningside Court, Tampa, Florida 33613

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 2nd day of October, 1998.



Signature of Incorporator / Vice President

This amendment was approved by the shareholders of the Corporation, with 10,000,000 votes, each representing one share, voting in favor of the amendment, and zero (0) votes against the amendment. The date of adoption of this Amendment was 2 September 1998

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

Before me personally appeared Jay Wolfson, to me well known and known to me to be the person described, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

1998. WITNESS my hand and official seal, this 2 day of October,



Jay Wolfson



Notary Republic

