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M. L. SCHILCHER, P.A.
3601 SWANN AVENUE, SUITE 201
TAMPA, FLORIDA 33609

MAILING ADDRESS:
P.O. BOX 14178
TAMPA, FLORIDA 33690

MONIKA L. SCHILCHER, ESQ.
EMAIL: mlschilcher@mindspring.com

TELEPHONE: (813) 873 - 9695
FACSIMILE: (813) 873 - 9696

FILED
99 MAY 11 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 8, 1999

VIA U.S. MAIL
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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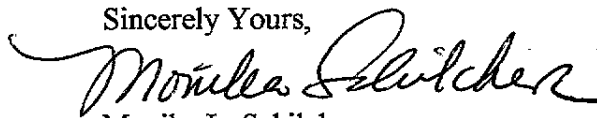
RE: Medical Options Finance, Inc.

Dear Madam or Sir:

Enclosed please find the original and one copy of the Amended Articles of Incorporation together with a check for \$43.75. Please return the copy of the Amended Articles date stamped and provide a Certificate of status.

Should you have questions, please do not hesitate to contact me.

Sincerely Yours,


Monika L. Schilcher

NC Amended
5-18-99
MKS

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION

FILED

99 MAY 11 AM 10:19

The undersigned officer of the corporation described herein hereby submits the following amendment to the corporation's Articles of Incorporation to the Florida Department of State, Corporate Division.

1. The date of incorporation of the corporation is August 10, 1998.

2. The name of the corporation before amendment was Medical Resource Finance, Inc. with federal identification number 59-3524358.

3. The name of the corporation after amendment is Medical Options Finance, Inc.

4. The text(s) of each amendment as adopted is as follows:

"Article 1. The name of the Corporation is MEDICAL OPTIONS FINANCE, INC.


Article 8. The number of directors constituting the Board of Directors shall be five (5), and their names and addresses are:

Name	Address
Brandie Puls	3502 Henderson Blvd., Suite 300, Tampa, Florida 33609
John Puls	3502 Henderson Blvd., Suite 300, Tampa, Florida 33609
Harold L. Connell	1000 Brickell Avenue, Suite 900, Miami, Florida 33131
Jeff Bedard	1735 Gascony Road, Encinitas, Calif 92024
Margaret Bukatz	1720 Avenida Del Mundo, #1406, Coronada, Calif 92118

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/Chief Executive Officer, Chief Financial Officer, Executive Vice President, and Vice President of Physician Associates. 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:

Title	Name	Address
Pres & CEO	Brandie Puls	3502 Henderson Blvd., Suite 300, Tampa, Florida 33609
CFO	Harold L. Connell	1000 Brickell Avenue, Suite 900, Miami, Florida 33131
VP-PA	Jeff Bedard	1735 Gascony Road, Encinitas, Calif 92024
Ex-VP	Margaret Bukatz	1720 Avenida Del Mundo, Ste 1406, Coronada, Calif 92118

 **MONIKA SCHILCHER**
MY COMMISSION # CC 782619
EXPIRES: October 12, 2002
Bonded Thru Notary Public Underwriters