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

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May 8, 1999

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

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

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

FILED
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The undersigned officer of the corporation described; hereing hereby submits the following amendment to the corporation of State, 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:

<u>Title</u>	Name	Address	4
Pres & CEO	marana da an Danilla	3502 Henderson Blvd., Suite 300, Tampa, Florida 3	3609 3131
VP-PA	7- FF Dadama	1735 Gascony Road, Encinitas, Calif 92024 1720 Avenida Del Mundo, Ste 1406, Coronada, Calif	

Article 5. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000 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."

- 5. The date of adoption of each amendment May 10, 1999.
- 6. The amendment was adopted by unanimous consent of the shareholders.
  - 7. These amendments will be effective upon filing.
- 8. The manner of the adoption of the article of amendment and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained are true this  $\bot \bigcirc$  day of May, 1999.

Medical Op	otion <u>s</u>	Finance,	Inc.
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Brandie L	. Puls,	Its: Pre	esident
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STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

On this \_\_\_\_ day of May, 1999, before me personally appeared Brandie L. Puls to me known, who being by me duly sworn, did depose and say that she is the President of Medical Options Finance, Inc.; and that she signed her name thereto pursuant to authority granted to her by the Board of Directors of said entity.

NOTARY PUBLIC (Signature)

Monika Schiller (Printed)

My Commission Expires:

