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July 9, 1999

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

400002928614--9  
-07/12/99--01094--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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 \$35.00. Please return the copy of the Amended Articles date stamped.

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

Sincerely Yours,

*Monika Schilcher*  
Monika L. Schilcher

FILED  
99 JUL 12 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Amended  
T. LEWIS JUL 14 1999

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION

FILED  
99 JUL 12 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 was August 10, 1998.
2. The name of the corporation is Medical Options Finance, Inc.
3. The text(s) of each amendment as adopted is as follows:

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

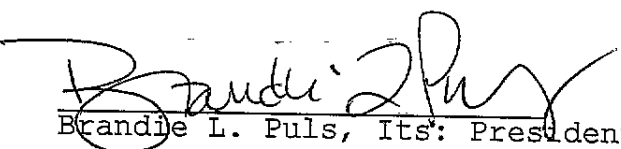
Name	Address
Brandie Puls	3502 Henderson Blvd., Suite 300, Tampa, Florida 33609
Linda L. Dollar	3909 Doral Drive, Tampa, Florida 33634
Harold L. Connell	1000 Brickell Avenue, Suite 900, Miami, Florida 33131
Jeff Bedard	1735 Gascony Road, Encinitas, California 92024
Margaret Bukatz	1720 Avenida Del Mundo, #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."

4. The date of adoption of each amendment is June 25, 1999.
5. The amendment was adopted by unanimous consent of the shareholders.
6. This amendment will be effective upon filing
7. The manner of the adoption of the Articles 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 8 day of July, 1999.

Medical Options Finance, Inc.

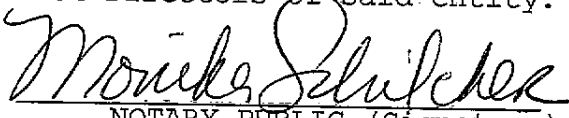
  
Brandie L. Puls, Its: President

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

) ss. -

On this 8 day of July, 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 SCHILCHER  
NOTARY PUBLIC (Printed)

My Commission Expires: \_\_\_\_\_

