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MARC P. OSSINSKY, P.A.
210 N. Wymore Road
Winter Park, Florida 32789
407/629-2484 Fax: 629-4429

TO: Secretary of State, Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

FROM: MARC P. OSSINSKY, ESQ.

RE: PHYMED PARTNERS, INC./Corporate
File No. 804.001

DATE: January 14, 1999

600002745916--7
-01/19/99-01070--002
*****35.00 *****35.00

DOCUMENTS ENCLOSED:

- (1) Original and one copy of Articles of Amendment to the Articles of Incorporation of Phymed Partners, Inc.;
- (2) This firm's check in the amount of \$35.00 for filing these Articles of Amendment; and
- (3) Return envelope for returning copy of Articles of Amendment as stamped to this office.

The following enclosures are forwarded for action indicated by checkmark below.

<u> X </u>	Please file.	<u> </u>	For your file.
<u> </u>	Response due.	<u> </u>	Other:

COMMENTS: Should you have any questions or require additional information, please call me at (407)629-2484. Thank you for your time and attention.

MPO:tla
c: Client

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*Amend
1-22-99
MS*

FILED
99 JAN 19 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

PHYMED PARTNERS, INC.

FILED
99 JAN 19 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute §607.1003, the Directors and Shareholders of *PhyMed Partners, Inc.*, have adopted resolutions pursuant to the aforementioned statute by unanimous consent of all Directors and Shareholders entitled to vote which amend the Articles of Incorporation to read as follows:

Article VII.

Article VII of the Articles of Incorporation is amended to read as follows:

Board of Directors. The number of Directors constituting the Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

J. Lamar McMichael

258 E. Altamonte Drive, Suite 1000C
Altamonte Springs, FL 32701

These resolutions and Articles have been duly adopted by resolution of the Board of Directors, and the amendments were approved by unanimous consent of the Shareholders and Board of Directors at a special meeting on December 8, 1998 and executed by J. Lamar McMichael Director and Sole Shareholder per Florida Statutes.

All other unamended Articles of the original Articles of Incorporation are incorporated herein by reference and remain unchanged.


J. LAMAR MCMICHAEL, President/
Director

STATE OF FLORIDA
COUNTY OF ORANGE

1999 The foregoing instrument was acknowledged before me this 11 day of January, 1998, by J. LAMAR MCMICHAEL, President and Director, on behalf of the corporation. He is personally known to me, or has produced [type of identification] and did take an oath.

NOTARY PUBLIC, STATE OF FLORIDA

Printed Name: Gregory Mazza

Serial No. [if any]

[Name of Acknowledger Typed, Printed or Stamped]



Gregory Mazza
My Commission CC741078
Expires May 10, 2002