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LOCAL REPRESENTATIVE TALLAHASSEE	OFFICE USE ONLY
1. (Corporation Name) CORPORATION NAME(S) & DOCUMENT NUM 1. (Corporation Name)	BER(S) (if known): NS GROUP, INC. (Document #)
(Corporation Name)	(Document #)
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Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

OF

UNLIMITED PHYSICIANS GROUP INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

SEE ATTACHED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10/15/98 FOURTH: Adoption of Amendment(s) (check one) The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. The amendment(s) was/were approved by the shareholders through voting groups. [The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).] The number of votes cast for the amendment(s) was/were sufficient for approval by (voting group)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF: UNLIMITED PHYSICIANS GROUP, INC.

AMENDMENT(S) ADOPTED

ARTICLE V - OFFICERS

DELETE OLD DIRECTOR: ALBERTO C. FEBRE 5050 NW 7th Street Miami, Florida 33165

ADD NEW PRESIDENT/DIRECTOR: CRISTINA A FRANCO 8000 W. Flager Street #3A Miami, F1 33144

ARTICLE I - NAME AND ADDRESS

DELETE OLD ADDRESS: 5050 NW 7th Street Miami, Florida 33165

ADD NEW ADDRESS: 8000 W. Flagler Street # 3A Miami, Florida 33144

REGISTERED AGENT

DELETE OLD REGISTERED AGENT: Alberto C. Febre 5050 NW 7 Street Miami, Florida 33165

ADD NEW REGISTERED AGENT: CRISTINA A FRANCO
8000 W Flagler Street # 3A
Miami, Florida 33144

Signed this _	<u>15</u> day of	October	, 19, <u>98</u>
		On	Directors, President or s)
(A	director or incorporate	or if adopted by the	directors or incorporators)
*************	CRISTINA	A FRANCO	
	(Туред с	or printed name)	-
			•
	PRESIDENT-	DIRECTOR	<u> </u>
_	= = = = = = = = = = = = = = = = = = = =	Midal	

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.

SIGNATU	IRE & Coffan (2)	
		-
DATE	10/15/98	