



THE UNITED STATES
CORPORATION
COMPANY

998000092160

ACCOUNT NO. : 072100000032

REFERENCE : 123594 5147567

AUTHORIZATION : Patricia Pizzit

COST LIMIT : \$ 35.00

ORDER DATE : February 4, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 123594-005

800002764698--5

CUSTOMER NO: 5147567

CUSTOMER:

Lowenstein Sandler Pc
65 Livingston Avenue

Roseland, NJ 07068

DOMESTIC AMENDMENT FILING

NAME: MII ACQUISITION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT *n/c*
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILED
99 FEB -4 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTARY PUBLIC
CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

See 2/4

99 FEB -4 AM 11:25

99 FEB -4


CONSENT TO USE OF NAME
BY
MEDICAL INITIATIVES, INC.

Medical Initiatives, Inc., a corporation organized under the laws of the State of Florida hereby consents to the use of the name Medical Initiatives, Inc. by MII Acquisition Corporation, including without limitation, to the change of name of MII Acquisition Corporation to Medical Initiatives, Inc. in the State of Florida.

IN WITNESS WHEREOF, Medical Initiatives, Inc. has caused this consent to be executed by its Vice President this 31st day of December, 1998.

MEDICAL INITIATIVES, INC.

By:


Zachary Scholl, Vice President

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MII ACQUISITION CORPORATION

FILED
99 FEB -4 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, having adopted an amendment to its certificate of incorporation pursuant to the provisions of the Business Corporation Act of the State of Florida, certifies that:

1. The name of the corporation is MII Acquisition Corporation (the "Corporation").
2. The Certificate of Incorporation is hereby amended to change the name of the Corporation from MII Acquisition Corporation to Medical Initiatives, Inc. by deleting in its entirety Article FIRST and replacing it with the following:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is Medical Initiatives, Inc."

3. The above amendment was duly adopted by all of the members of the Board of Directors and the sole shareholder of the Corporation on January 18, 1999, in accordance with the provisions of Sections 607.1003, 607.0704 and 607.0821 of the Business Corporation Act of the State of Florida.

4. The number of votes cast for the amendment by the shareholders was sufficient for approval of the amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer this 26th day of January, 1999.

MII ACQUISITION CORPORATION

By: _____

Milan A. Sawdei, Executive Vice President