



THE UNITED STATES
CORPORATION
COMPANY

P98000099049

00 MAY 4 PM 5:01
OFFICE OF THE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 686497 7106114

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 43.75

ORDER DATE : May 4, 2000

ORDER TIME : 3:57 PM

ORDER NO. : 686497-005

CUSTOMER NO: 7106114

9000003240299--3

Amend

CUSTOMER: Charlie R. Brown, Esq
Charlie R. Brown, Attorney At
7 Fountain Square

Belleair, FL 33756

DOMESTIC AMENDMENT FILING

NAME: MEDICAL DISCOUNTS LIMITED,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

402250, 00587, 00672

RECEIVED
00 MAY -4 PM 4:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 5, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: MEDICAL DISCOUNTS LIMITED, INC.
Ref. Number: P98000099049

RESUBMIT
Please give original
submission date as file date.

5-5-00

We have received your document for MEDICAL DISCOUNTS LIMITED, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 600A00025096

RECEIVED
00 MAY 11 PM 4:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MEDICAL DISCOUNTS LIMITED, INC.

FILED
00 MAY -4 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make this first Amendment of the Articles of Incorporation of Medical Discounts Limited, Inc. pursuant to the authority of the Corporation by Resolution dated April 19, 2000.

ARTICLE I - AUTHORITY

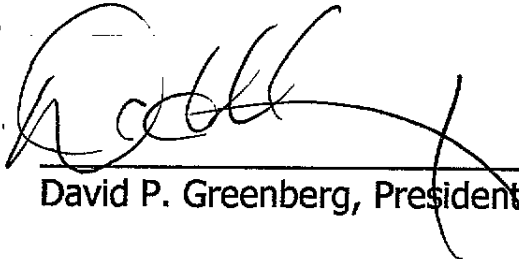
By resolution dated April 19, 2000, the Board of Directors of the Corporation unanimously resolved to increase the Total Authorized Issue of shares of common stock in the Corporation and authorized and empowered the President of the Corporation to file such documents and take any other actions necessary to effectuate the same. The amendment was adopted by the Board of Directors without Shareholder action.

ARTICLE II - CAPITAL STOCK

The total number of shares that may be issued by the Corporation is Five Hundred Thousand (500,000) shares of common stock with a par value of One Dollar (\$1.00) per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this Corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.


EXCEPT as modified by the provisions of this Amendment, the declarations and terms set forth in the original articles of Incorporation of this Corporation filed on November 20, 1998 shall remain unchanged and in full force and legal effect.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Amendment on behalf of the Corporation this the 27th day of April, 2000.

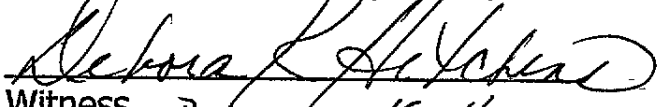


(SEAL)
David P. Greenberg, President

Signed, Sealed and Delivered
In the presence of:



Witness LEVIN P. HITCHENS

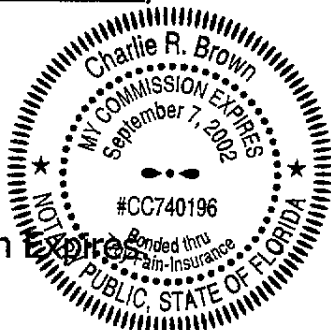


Witness DEBORA K. HITCHENS


STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DAVID P. GREENBERG, President of Medical Discount Limited, Inc., to me known to be the person described in and who executed the foregoing Amendment to Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this the 27th day of April, 2000.



My Commission Expires



Notary Public