

P98000099049

CHARLIE R. BROWN

Attorney at Law

7 Fountain Square, Belleair, Florida 33756

Tel: (727) 585-7695 Fax: (727) 584-4196

E-mail: Topoftherock@cs.com

June 25, 2001

Department of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-06/27/01--01036--012

*****43.75 *****43.75

RE: Second Amendment to
Articles of Incorporation for
Medical Discounts Limited, Inc.

Enclosed you will find the original and one copy of the Second Amendment to
the Articles of Incorporation for Medical Discounts Limited, Inc.

Please file the same and return a certified copy to me at the address on this
letterhead. A check for the required fees in the amount of \$43.75 is enclosed.

Thanks for your assistance.

Sincerely,

Charlie R. Brown
Charlie R. Brown

FILED
01 JUL 24 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P98000099049
Amend
4/28 7-24-01
*Out Copy CM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 2, 2001

CHARLIE BROWN
7 FOUNTAIN SQUARE
BELLEAIR, FL 33756

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

We have received your document for MEDICAL DISCOUNTS LIMITED, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 101A00039495

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

I, the undersigned, hereby make this second Amendment of the Articles of Incorporation of Medical Discounts Limited, Inc. pursuant to the authority of the Corporation by Resolution dated June 22, 2001.

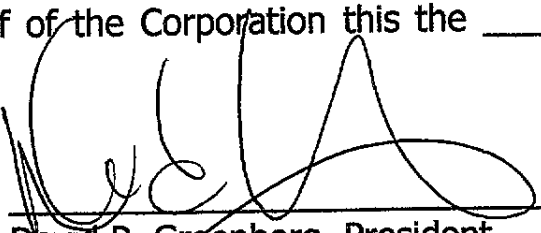
ARTICLE I - AUTHORITY

By resolution dated June 22, 2001, the Board of Directors of the Corporation unanimously resolved to require a vote of two-thirds (2/3) of all shareholders to approve and authorize any and all actions taken on behalf of the Corporation in its course of business. This requirement shall be all-inclusive as to matters relating to the Corporation's business.

The Board of Directors further 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.

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 _____ day of 6/22/01, 2001.


(SEAL)
David P. Greenberg, President

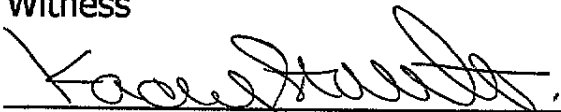
SECOND AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
MEDICAL DISCOUNTS LIMITED, INC.

Page Two

Signed, Sealed and Delivered
In the presence of:



Witness

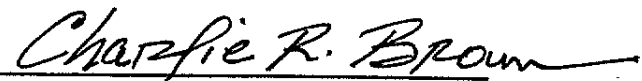


Witness

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 22ND day of
JUNE, 2001.



Notary Public

