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June 11, 1999

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-06/15/99-01045--002
*****35.00 *****35.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

FILED
99 JUN 15 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Amendment to Articles of Incorporation of
PHYCARE, INC.

Gentlemen:

Enclosed herewith is an executed original of the Articles of Amendment to the Articles of Incorporation for the above referenced corporation, along with an additional copy for you to date stamp with the registration information and a check in the amount of \$35.00. Please return a stamped copy of the Articles of Amendment to the Articles of Incorporation to the undersigned in the enclosed envelope.

If there are any questions, please contact the undersigned.

Very truly yours,



Alberto A. Rodriguez

*Alberto Rodriguez gave Authorization
to delete "Initial" in art. V*

Amend.

V SHEPARD JUN 2 1999

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PHYCARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is PHYCARE, INC.
2. The following Amendments to the Articles of Incorporation were adopted unanimously by the sole subscriber/incorporator and director of the corporation on April 12, 1999, pursuant to unanimous written consent as provided by the Florida Statutes.

ARTICLE VII

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Isabelle R. Diaz
10191 Sunset Drive
Miami, FL 33173

ARTICLE IX

The following named person shall be the sole officer as President of this corporation until successors have been elected.

Isabelle R. Diaz
10191 Sunset Drive
Miami, FL 33173

Executed this 9th day of June, 1999.

PHYCARE, INC.,
a Florida corporation

By: 

STATE OF FLORIDA)
COUNTY OF DADE) ss

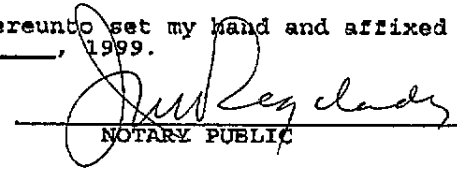
BEFORE ME, personally appeared Graciela Cabezas, as sole subscriber/incorporator and director of PHYCARE, INC. and she acknowledged that she executed the foregoing Articles of Amendment to the Articles of Incorporation on behalf of the corporation.

X Said person is personally known to me.

_____ Said person provided the following type of identification _____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9th day of JUNE, 1999.

My commission expires:


NOTARY PUBLIC

OFFICIAL NOTARY SEAL
JM REGALADO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC504737
MY COMMISSION EXP. OCT. 24, 1999