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LAW OFFICES OF  
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ANDERSON E. HATFIELD

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FILED  
00 MAR 30 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 29, 2000

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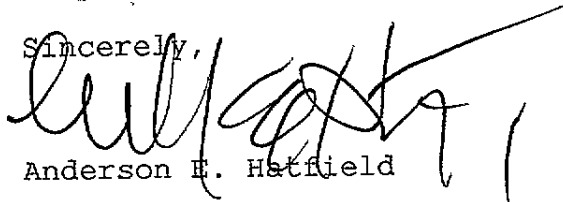
Re: Southeastern Medical Inc.

Ladies & Gentlemen:

Enclosed please find for filing the original and one copy of Articles of Amendment to Articles of Incorporation of Southeastern Medical Inc. Also enclosed is our check in the amount of \$35.00 for the filing fee.

Thank you in advance for your cooperation and assistance.

Sincerely,

  
Anderson E. Hatfield

AEH/mh

Enclosures

*Amend*

V. SHEPARD APR 10 2000

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SOUTHEASTERN MEDICAL INC.

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Pursuant to Section 607.1006 Fla. Stats., SOUTHEASTERN MEDICAL INC., a Florida corporation for profit, adopts the following amendments to its Articles of Incorporation, to become effective March 31, 2000, to wit:

**FIRST:** Article 2 of the Articles of Incorporation is amended to provide:

**CAPITAL STOCK:** The number of shares which the corporation has authorized to be outstanding at any one time is 1,200, with a par value of \$1.00.

**SECOND:** Article 6 is added to provide:

**PREEMPTIVE RIGHTS:** Holders of stock of the Corporation shall have all preemptive rights, as recognized in law, to subscribe for and purchase from the Corporation any stock of the Corporation now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Corporation may at any time issue, if the same shall be convertible into stock of the Corporation or shall entitle the owner or holder to purchase Stock of the Corporation.

**THIRD:** Article 7 is added to provide:

**SELF-DEALING:** No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more

SOUTHEASTERN MEDICAL INC  
ARTICLES OF AMENDMENT  
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of the Shareholders of the Corporation is or are interested in, or a Director or Officer, or are Directors or Officers of such other Corporation, and any Shareholder or Shareholders, individually or jointly, may be a party or parties to and may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Shareholder or Shareholders of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or Corporation, and each and every person who may become a Shareholder of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in anywise interested. Any Shareholder of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled Corporation.

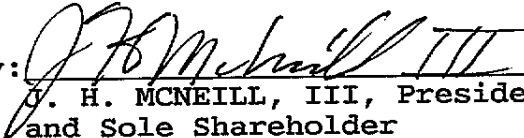
**FOURTH:** These amendments were approved by the undersigned who is the sole shareholder of the corporation at adoption of these amendments.

SOUTHEASTERN MEDICAL INC  
ARTICLES OF AMENDMENT  
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Signed this 21 day of March, 2000.

SOUTHEASTERN MEDICAL INC.

By:

  
J. H. MCNEILL, III, President  
and Sole Shareholder