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BUSINESS LAW
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FAMILY LAW
REAL ESTATE
SECURITIES LITIGATION
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KARI S. BROWN

February 6, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Executive Medical Resources, Inc.

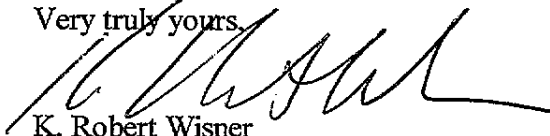
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Gentlemen:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of the above corporation (changing its name to Executive Management Resources, Inc.) along with the \$35.00 filing fee.

Would you please stamp and return the copy to me following approval.

Very truly yours,

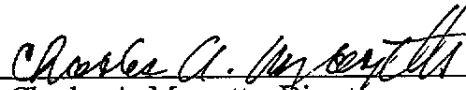

K. Robert Wisner

KRW:art
Enclosures

Amend, Restate + NC
2-13-01
PMS

CERTIFICATE

The undersigned, being a director of Executive Medical Resources, Inc. (the "Corporation"), hereby certifies that the Restated Articles of Incorporation of the Corporation attached hereto (which change the corporation's name) do not contain any amendments requiring the approval of the shareholders and that the Board of Directors adopted the Restated Articles on February 6, 2001.



Charles A. Margetta, Director

FILED
01 FEB -9 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
EXECUTIVE MEDICAL RESOURCES, INC.**

ARTICLE I

The name of the corporation ("Corporation") is hereby changed to Executive Management Resources, Inc.

ARTICLE II

The original Articles of Incorporation were filed with the Secretary of State on July 13, 1999.

ARTICLE III

The Corporation may engage in any lawful business.

ARTICLE IV

The street address of the principal office of the Corporation is 1800 Second Street, Suite 745, Sarasota, Florida 34236.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. The par value of the Common Shares shall be \$0.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The registered agent for the Corporation is Charles A. Margetta, 1800 Second Street, Suite 745, Sarasota, Florida 34236.

ARTICLE VII

The board of directors shall consist of two members. The names of the directors are John Jorgensen and Charles A. Margetta, whose addresses are the same as that of the Corporation's principal office, described above.

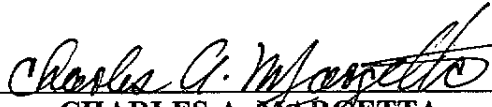
ARTICLE VIII

The name and street address of the person signing these Amended and Restated Articles of Incorporation is Charles A. Margetta, whose address is the same as that of the Corporation's principal office, described above.

ARTICLE IX

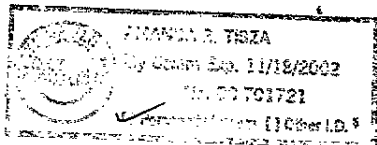
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

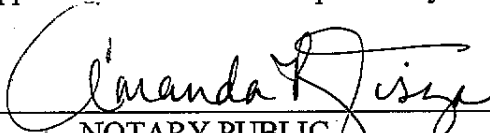
IN WITNESS WHEREOF, the undersigned Director has executed these Amended and Restated Articles of Incorporation this 6 day of February, 2001.


Name: **CHARLES A. MARGETTA**

STATE OF FLORIDA
COUNTY OF SARASOTA

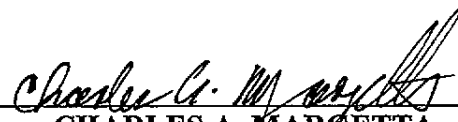
The foregoing instrument was acknowledged before me this 6th day of February, 2001 by Charles A. Margetta, who personally appeared before me and is personally known to me.




NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: **CHARLES A. MARGETTA**

Date: February 6, 2001.