

P99000095543

Independence Medical Services, Inc.

PO BOX 971271

Boca Raton, FL 33497-1271

561-479-2655

FL Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

ATTN: Amendment Section

RE: Independence Medical Services, Inc.
Independence Medical Supply, Inc.

(P9900009138)
(P99000095543)

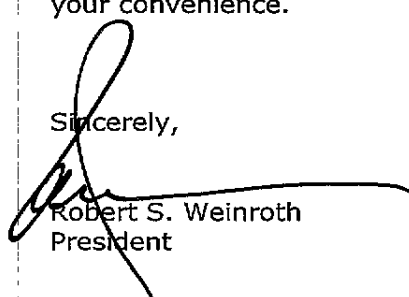
FILED
00 NOV 15 PM 12:07
TALLAHASSEE, FL 32314

Dear Sir or Madam:

Please find enclosed two (2) corporate resolutions. The first is for Independence Medical Services, Inc. and the second for Independence Medical Supply, Inc. A thirty-five dollar (\$35.00) filing fee is included for each.

Please return a receipted copy of each. A business reply envelope is enclosed for your convenience.

Sincerely,


Robert S. Weinroth
President

100003463941--8
-11/15/00--01043--008
*****35.00 *****35.00

Amend
12-12-00
PMS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 28, 2000

INDEPENDENCE MEDICAL SERVICES, INC.
P.O. BOX 971271
BOCA RATON, FL 33497-1271

SUBJECT: INDEPENDENCE MEDICAL SUPPLY, INC.
Ref. Number: P99000095543

We have received your document for INDEPENDENCE MEDICAL SUPPLY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 200A00060492

RECEIVED
00 DEC -8 AM 9:48
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INDEPENDENCE MEDICAL SUPPLY, INC.**

FILED
00 NOV 15 PM 12:07
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE II (PRINCIPAL OFFICE) is hereby amended to read:

The principal place of business shall be 7301A West Palmetto Park Road; Suite 100C; Boca Raton, FL 33433 and mailing address shall be PO Box 971271; Boca Raton, FL 33497-1271.

ARTICLE IV (REGISTERED AGENT) is hereby amended to read:

The address of the registered office of the Corporation is 7301A West Palmetto Park Road; Suite 100C; Boca Raton, FL 33433 and the name of the Corporation's registered agent for service of process at such address is Robert S. Weinroth, Esq.

ARTICLE V (DIRECTORS) is hereby amended to read:

The number of directors for the Corporation shall be fixed by its Bylaws. The Board of Directors shall consist of two (2) directors whose name, address and corporate office are:

Robert S. Weinroth, president
21786 Marigot Drive
Boca Raton, FL 33428

Pamela J. Yaffe, secretary
12408 Antille Drive
Boca Raton, FL 33428

SECOND: The transfer of shares by current or future shareholders shall be restricted in accordance with a SHAREHOLDERS' AGREEMENT, dated December 1, 2000, or as thereafter amended by a majority of the Shareholders. Said Agreement shall restrict the sale, assignment, encumbrance, conveyance or gift, as well as any other voluntary disposition of a Shareholder's Shares. The term "Shares" shall include any and all Shares now owned or hereafter acquired by the Shareholders, their successors and permitted assigns, or any of them, and any voting trust certificate or certificates issues with respect to the Shares, options, warrants or shares received by way of dividend or upon an increase, reduction, or substitution, or reclassification of the capital stock of the Corporation, or upon any reorganization of the Corporation.

All certificates for the Shares of the Corporation shall contain the following legend:

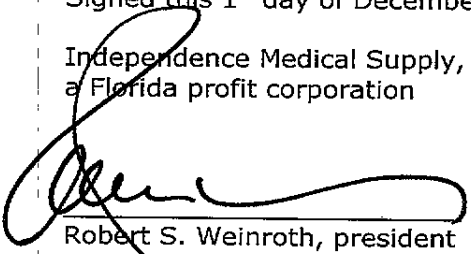
THE COMMON SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO THE TERMS, PROVISIONS AND RESTRICTIONS (INCLUDING RESTRICTIONS ON TRANSFER) CONTAINED IN THE SHAREHOLDERS AGREEMENT DATED THE 1ST DAY OF DECEMBER 2000, AS THE SAME MAY BE AMENDED FROM TIME TO TIME, WHICH WAS DULY ASSENTED TO BY ALL OF THE SHAREHOLDERS OF INDEPENDENCE MEDICAL SERVICES, INC. A COPY OF SAID SHAREHOLDERS AGREEMENT IS ON FILE WITH THE SECRETARY OF THE CORPORATION AND WILL BE SUPPLIED TO ANY SHAREHOLDER UPON FIVE (5) DAYS PRIOR WRITTEN NOTICE. BY ACCEPTANCE OF THIS CERTIFICATE, THE HOLDER HEREOF AGREES TO BE BOUND BY THE TERMS OF SAID AGREEMENT.

THIRD: The date of each amendment's adoption is December 1, 2000.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

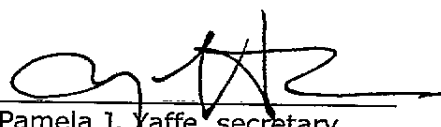
Signed this 1st day of December 2000

Independence Medical Supply, Inc.
a Florida profit corporation



Robert S. Weinroth, president

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation.



Pamela J. Yaffe, secretary

