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December 26, 2001

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*****35.00 *****35.00

Via U.S. MAIL

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

**Re: Filing of Articles of Amendment to the Articles of Incorporation of
PRECISION MEDICAL, INC.**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above stated corporation. Also enclosed is our check in the amount of \$35.00 to cover the cost of the filing. Please file the original of the Articles of Amendment, stamp the date of filing on the copy and return it to me via U.S. Mail using the provided self addressed stamped envelope.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

K. DiTanna

Kevin DiTanna

Enclosures:

1. Original Articles of Amendment
2. Check in the amount of \$35.00
3. Copy of Articles for return
4. Self Addressed Stamped Envelope

- Amendment
KFJ

1-10-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JAN -3 PM 4:03

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

PRECISION MEDICAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 JAN -3 PM 4: 03

WITNESSETH:

WHEREAS, PRECISION MEDICAL, INC. ("Corporation") is a Florida corporation, validly formed by filing its Articles of Incorporation on March 18, 1991; and

WHEREAS, the Corporation desires to amend its Articles of Incorporation, as permitted by Article XIV, page 7 of its Articles of Incorporation, to change the structure of the capital stock of the Corporation.

NOW THEREFORE, the Corporation's Articles of Incorporation are amended as follows:

1. Article III is deleted, and inserted in its place shall be:

The capital stock of the corporation shall be divided into two classes of stock, Class A Common Stock and Class B Common Stock.

The total number of shares of capital stock, which the Corporation shall have the authority to issue are as follows:

- a) Class A Common Stock: 1000 shares with a \$1.00 par value; and
- b) Class B Common Stock: 5000 shares with a \$1.00 par value.

The Class A Common Stock and the Class B Common Stock shall be identical except with respect to any matter submitted to a vote of stockholders. It is intended that the existence of the Class A Common Stock and the Class B Common Stock [at all times] comply with the provisions of subchapter S of the Internal Revenue Code of 1986, as it may be amended from time to time, in order that the corporation may properly maintain a valid "S" corporation election.

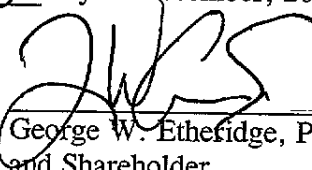
For purposes of voting, whether at a regularly schedule meeting of the stockholders or a special meeting, with written consent of the stockholders or a special meeting, with written consent or otherwise, Class A Common Stock shall have ten (10) voices per share, and Class B Common Stock shall have one (1) vote per share. The holders of record of the outstanding shares of Class A Common Stock and Class B Common Stock shall vote together as one class upon all matters for which the shareholders of the corporation shall be entitled to vote.


All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All capital stock shall be fully paid for and nonassessable when issued.

2. Article IV shall be deleted in its entirety.

3. This Amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors and approved by the unanimous consent of the shareholders of the corporation at a Joint Meeting of the Shareholders and Directors and held on the 28th day of December, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 28th day of December, 2001.


George W. Etheridge, President, Director,
and Shareholder

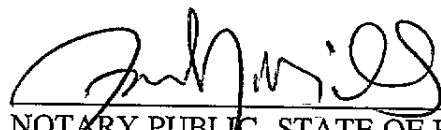

Lisa O. Etheridge, Secretary, Director, and
Shareholder

(SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me this 28th day of December, 2001.




NOTARY PUBLIC, STATE OF FLORIDA
Print Name: FREDERICK J. MILLS
My Commission No.:
My Commission Expires: