V65830

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 952434 85036A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 4, 1998

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ORDER NO. : 952434-005

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CUSTOMER NO: 85036A

CUSTOMER: Norma Mcgrath, Legal Assistant
Forlizzo & Neal
Suite 300
13577 Feather Sound Drive
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DOMESTIC AMENDMENT FILING

NAME: MED-AI, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

RECEIVED
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DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: CC

Amend. 9-4-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT NO. 3
TO
ARTICLES OF INCORPORATION
OF
MED-AI, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

Article VI has been amended to read as follows:

ARTICLE VI

DIRECTORS

This Corporation shall have not less than four nor more than nine directors. Members of the Board of Directors may from time to time determine the number of directors that this Corporation shall have.

The following is added as a new provision in Article IV:

ARTICLE IV

CAPITAL STOCK

Any of the following acts of the Corporatin may be taken only with the (I) unanimous consent of the members of the Board of Directors and (Iii) approval of Shareholders owning not less than seventy-five (75%) percent of the issued and outstanding shares of Class A Common Stock:

(a) A merger of the Corporation with any other entity or entities.

(b) A sale of fifty (50%) percent or more of the Corporation's operating assets.

(c) A change in salary and/or the granting of any bonus or other pay incentive over the amounts now in effect for Steve Epstein.

(d) The liquidation of the Corporation upon any terms and conditions whatsoever.

(e) The termination of Steve Epstein as an officer, director and employee of the Corporation.

The foregoing Amendment was adopted on September 1, 1998 by holders of all the issued and outstanding shares of stock of the Corporation authorized to vote on this matter.

IN WITNESS WHEREOF, the undersigned, as president, has executed this Article of Amendment this 1st day of September 1998.

Steve Epstein, President