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**BASIC AMENDMENT
CAREPLUS HEALTH CENTERS, INC.**

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CarePlus Health Centers, Inc.
a Florida corporation**

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Pursuant to the Florida Business Corporation Act, Article I of the Articles of Incorporation of CarePlus Health Centers, Inc., a Florida corporation, hereinafter referred to as the "Corporation," is amended to read as follows:

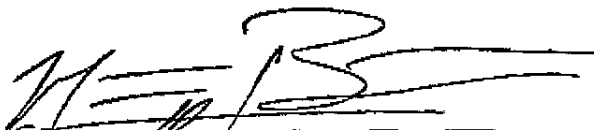
"ARTICLE I- NAME OF CORPORATION:

The name of the corporation shall be **CarePlus Medical Centers, Inc."**

The Amendment to the Articles of Incorporation of the Corporation was adopted by the Incorporator on November 14, 2001, pursuant to Section 607.1005 of the Florida Business Corporation Act. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 14th day of November, 2001.

**CarePlus Health Centers, Inc.,
a Florida Corporation**


Martin G. Burkett, Esq., Incorporator

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