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BASIC AMENDMENT

L3 HEALTHCARE DESIGN INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 7, 2003

L3 HEALTHCARE DESIGN INC.
1006 TERRY DRIVE
ALTAMONTE SPRINGS, FL 32714

SUBJECT: L3 HEALTHCARE DESIGN INC.
REF: P03000055665

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Teresa Brown
Document Specialist

FAX Aud. #: H03000226863
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H03000002268636

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
L3 Healthcare Design Inc.**

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

FIRST: Amendment(s) adopted: Article # 5

ARTICLE # 5

As amended, Article 5 of the articles of Incorporation should read:

The initial directors of the corporation are:

Garth Chester, 1006 Terry Drive, Altamonte, Florida 32714
David Meckstroth, 994 Papaya Lane, Winter Springs, Florida 32708

The initial officers of the corporation are:

Garth Chester, President,
1006 Terry Drive, Altamonte, Florida 32714

David Meckstroth, Vice President,
994 Papaya Lane, Winter Springs, Florida 32708

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 3rd day of July, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

 The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

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"The number of votes cast for the amendment(s) was/were sufficient for approval by

Voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of July, 2003.

Signature: _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Garth Chester

Typed or printed name

President

Title

L3 Healthcare Design Inc.

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