

State of Idaho

Department of State

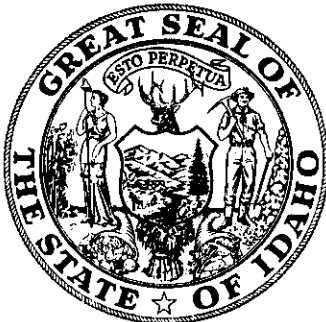
CERTIFICATE OF AMENDMENT OF

MEDICAL MANAGEMENT, INC.
File Number C 68674

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MEDICAL MANAGEMENT, INC. duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: July 30, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shelly J. Clark*

Jul 30 2 32 PM '96

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MEDICAL MANAGEMENT, INC.**

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of section 30-1-59 of the Idaho Business Corporation Act (the "Act"), Medical Management, Inc., an Idaho corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:

MEDICAL MANAGEMENT, INC.

SECOND: The following articles of the Articles of Incorporation are hereby amended as follows:

1. Article III is amended in its entirety to read as follows:

The aggregate number of shares which this corporation shall have authority to issue shall be 2,000,000 shares of common stock, without par value.

2. A new Article VIII is added to read as follows:

ARTICLE VIII

No shareholder of this corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

IDAHO SECRETARY OF STATE
DATE 07/30/1996 0900 14780

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3. A new Article IX is added to read as follows:

ARTICLE IX

The shareholders of this corporation shall not be entitled to cumulative voting at any election of directors.

4. A new Article X is added to read as follows:

ARTICLE X

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the corporation shall be personally liable to the corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the corporation. No amendment to or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

5. A new Article XI is added to read as follows:

ARTICLE XI

Each person who is or was or had agreed to become a director, officer, employee or agent of the corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article XI. No amendment to or repeal of this Article XI shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring

prior to the effective date of such amendment or repeal.

THIRD: The foregoing amendments to the Articles of Incorporation were duly adopted by the shareholders on July 26, 1996.

FOURTH: The number of shares outstanding and entitled to vote on the amendments was 375. All such shares were voted for the amendments.

FIFTH: The manner in which the exchange, reclassification or cancellation of issued shares provided for in the amendments shall be implemented is as follows:

1. Each share of common stock, no par value, issued and outstanding prior to the effective date of the amendments shall be automatically converted into 2,666.667 shares of common stock, no par value.

2. A certificate representing the new shares of common stock issuable pursuant to the foregoing shall be issued upon surrender of the certificate(s) representing the shares outstanding prior to the amendments.

SIXTH: The amendments do not affect a change in the amount of stated capital of this corporation.

EXECUTED IN DUPLICATE this 26th day of July, 1996.

MEDICAL MANAGEMENT, INC.

By: 

James W. Trounson
Its President