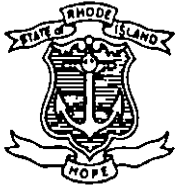


Filing Fee \$50.00

ID Number: 9410



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Medical Homes of Rhode Island, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on October 14, 2005, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

**[Insert Amendment(s)]**

*(If additional space is required, please list on separate attachment)*

*Side Fifth* Upon filing of these articles of amendment, every 2500 outstanding shares of Class A Voting Common Stock, \$1.00 value per share, (the "Common Stock") of the Corporation will automatically be combined into and become one (1) outstanding share of Common Stock of the Corporation (the "Reverse Split"). The Corporation shall not issue fractional shares, and in lieu of any fractional shares to which a holder of Class A Voting Common Stock would otherwise be entitled, the Corporation shall pay to such holder a cash amount equal to the fair market value of the fractional share as derived from its proportional value to one (1) whole share, and each fractional share resulting from the Reverse Split shall be cancelled. The total number of stock which the Corporation shall have the authority to issue is one thousand (1,000), all of which are Class A Voting Common Stock, \$1.00 value.

3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 14, 2005

Akshay K. Talwar  
Signature of Authorized Officer of the Corporation

**FILED**

Akshay K. Talwar, President

Type or Print Name of Authorized Officer

Form No. 101 -  
Revised 07/05

OCT 21 2005

By DA  
C80474