

Filing fee: \$75.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

Medical Management International, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on January 24, 1996, authorizing it to transact business in Rhode Island under the name of same name as above

SECOND: The corporate name of the corporation has been changed to no change
[If no change, so indicate:]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: no change
[If no other or additional purposes are proposed, insert "No change."]

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
(see §§ 7-1.1-103, 7-1.1-110 of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:)

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|---------------------|-----------|-------------|---|
| 20,000,000 | common | (No series) | \$0.001 |
| 655,750 | preferred | A | \$0.001 |
| 2,052,903 | preferred | B | \$0.001 |
| 350,000 | preferred | C | \$0.001 |
| 1,351,225 | preferred | D | \$0.001 |

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 5,880,000

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 5,000

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 54,800,000

(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 44,000

FILED

MAR 25 1997

By 182644

Dated March 6, 1997

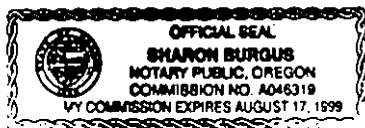
Medical Management International, Inc.

By [Signature]
Jeffrey M. Brant, D.V.M.
Its Vice President - Operations

and
Bruce G. Berning
Its Assistant Secretary

STATE OF Oregon }
COUNTY OF Multnomah } Sc.

At Portland in said County on the 6th day
of March 1997, before me personally appeared Jeffrey M. Brant, DVM
, who being by me first duly sworn, declared that he is the
Vice President - Operations of Medical Management
International, Inc.,
that he signed the foregoing document as such Vice President - Operations
of the corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

[Signature]
Sharon Burgess
Notary Public

is attached for second signature

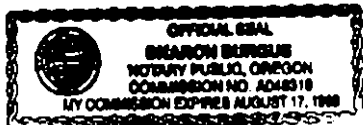
Dated March 6, 1997

Medical Management International, Inc.

By Jeffrey M. Brant, D.V.M.
Its Vice President - Operations
and Bruce G. Berning
Its Assistant Secretary

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Vice President - Operations of Medical Management International, Inc.
that he signed the foregoing document as such Vice President - Operations
of the corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Sharon Burgess
Notary Public

STATE OF Oregon
COUNTY OF Multnomah

At Portland in said County of the 15th day of
April 1997, before me personally appeared
Bruce G. Berning, who being by me first duly sworn, declared
that he is the Assistant Secretary of Medical Management International, Inc.
and that the statements therein contained are true.



Deborah L. Landry
Notary Public
March 11, 2001
My term expires

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MEDICAL MANAGEMENT INTERNATIONAL, INC." FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 1996, AT 12:15 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2367640 8100

AUTHENTICATION:

8382707

971091458

DATE:

03-20-97