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2002 MAY -9 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 9, 2002

ORDER TIME : 10:05 AM

ORDER NO. : 572378-005

CUSTOMER NO: 81424A

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DOMESTIC AMENDMENT FILING

NAME: NAPLES MEDICAL & PROFESSIONAL
CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
02 MAY -9 AM 11:23
DIVISION OF CERTIFICATION

C. Coullatte MAY 09 2002

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

FILED

2002 MAY -9 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
NAPLES MEDICAL & PROFESSIONAL CENTER, INC.,
A FLORIDA CORPORATION

This is to certify that at a meeting of the shareholders of Naples Medical & Professional Center, Inc., A Florida Corporation, at which all of the shareholders were present and voting, held on February 4, 2002, at the offices of the corporation at 400 Eighth Street North, Naples, Florida, upon motion duly made and seconded, the shareholders unanimously voted to:

1. Amend ARTICLE III, of the Articles of Incorporation of Naples Medical & Professional Center, Inc., A Florida Corporation, filed with the Secretary of State of the State of Florida, on June 25, 1976, to read as follows:

ARTICLE III

A. STOCK:

The maximum number of shares outstanding at any one time shall be Ten Thousand (10,000) shares, with a par value of ONE DOLLAR (\$1.00) per share. No shareholder may own, or control, directly or indirectly, more than eighty-five (85) shares of the common stock of the corporation, and shares of stock of the corporation may only be issued in blocks of eighty-five (85) shares. This restriction shall not apply to the corporation and the corporation may own unlimited shares of treasury stock.

B. MAXIMUM NUMBER OF SHAREHOLDERS:

The maximum number of shareholders that the corporation might have at any one time is thirty-five (35). A husband and wife owning stock as an Estate by the Entirety, or as Joint Tenants with Right of Survivorship, shall be considered one shareholder. For the purpose of determining the number of permitted shareholders the corporation shall be considered a shareholder.

C. SHAREHOLDERS:

Only natural born shareholders in Naples Medical Center, P.A., A Florida Professional Corporation, who are practicing physicians in Naples Medical Center, P.A., may own stock in Naples Medical & Professional Center, Inc., provided however this restriction shall not prohibit a shareholder from assigning his or her eighty-five (85)

shares of stock to a qualified pension plan or living trust under which the shareholder is the sole beneficiary during the lifetime of the shareholder, so long as the Trustee of the pension plan or living trust agrees to be bound by the restrictions placed upon the shares of stock and agrees that upon the death, discharge, permanent disability, or retirement of the shareholder from Naples Medical Center, P.A., A Florida Professional Corporation, the Trustee of the pension plan or living trust is required to sell the stock in Naples Medical & Professional Center, Inc., to Naples Medical & Professional Center, Inc., and Naples Medical & Professional Center, Inc., is required to purchase that stock on such terms and conditions as may be agreed upon by Naples Medical & Professional Center, Inc., and its shareholders from time-to-time.

D. SHARES MAY NOT BE PLEDGE OR ASSIGNED:

The shares of stock of Naples Medical & Professional Center, Inc., may not be pledged or assigned as security for a debt of a shareholder, except that the stock may be pledged or assigned as security for a debt to Naples Medical & Professional Center, Inc.

E. VOTING OF SHARES OF STOCK:

The shares of stock of the corporation may not be voted by any person or entity other than the physician shareholder in Naples Medical Center, P.A., for whose benefit the shares of stock were issued by Naples Medical & Professional Center, Inc., even though the shares of stock might be held by a Trustee of a pension plan or living trust established by the physician shareholder in Naples Medical Center, P.A., the physicians estate, or any person body or entity whatsoever other than the physician shareholder. This provision shall not prohibit the physician shareholder from giving his proxy to another physician who is a shareholder in Naples Medical Center, P.A., A Florida Professional Corporation.

F. PURCHASE AND SALE OF STOCK UPON DEATH, DISCHARGE, PERMANENT DISABILITY, OR RETIREMENT OF SHAREHOLDERS:

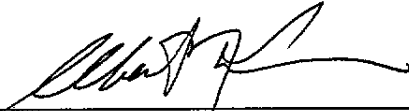
Upon the death, discharge, permanent disability, or retirement of a shareholder in Naples Medical Center, P.A., A Florida Professional Corporation, the shareholder, the personal representative of the shareholder's estate, the trustee of the shareholder's trust, and the guardian of a disabled shareholder are all required to sell the stock of the deceased stockholder, or the discharged, disabled, or retired shareholder in Naples Medical Center, P.A., A Florida Professional Corporation, to Naples Medical & Professional Center, Inc., and Naples Medical & Professional Center, Inc., is

required to purchase that stock on the terms and conditions set forth and in such manner as the shareholders and Naples Medical & Professional Center, Inc., may agree from time-to-time by SHAREHOLDERS AGREEMENT.

2. To delete ARTICLE XII, of the Articles of Incorporation of Naples Medical & Professional Center, Inc., filed with the Secretary of State of the State of Florida, on June 25, 1976.

Executed this the Fifth day of February, A.D., 2002.




Albert L. Kerns, Corporate Secretary
NAPLES MEDICAL & PROFESSIONAL CENTER,
INC., A Florida Corporation for Profit