

Berger
Davis &
Singerman
Professional Association

H84751

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October 23, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Frederick N. Herman, M.D., P.A.
Our File No. 3437.003

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Amendment for the above-referenced corporation. A check for \$87.50 is enclosed, which represents the \$35 filing fee and \$52.50 for a certified copy of the Articles of Amendment.

Please return the certified copy to the attention of the undersigned at this office.

Sincerely,

BERGER DAVIS & SINGERMANN

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Enc.
cc: James B. Davis, Esq.
Frederick N. Herman, M.D.

Name	10/24/97
Availability	
Document	Don
Exhibit	Don
Under	Don
Legal	Don
Verdict	Don
Acknowledgment	Don
W.P. Verifier	Don

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Name

Change
Amend

ready

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 24 PM 2:39

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

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ARTICLES OF AMENDMENT
OF
FREDERICK N. HERMAN, M.D., P.A.

97 OCT 24 PM 2:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of FREDERICK N. HERMAN, M.D., P.A. ("Corporation"), a professional service corporation formed under Chapter 621 of the Florida Statutes, hereby files this document for the purpose of converting the Corporation to a corporation governed under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and in connection therewith amending the Articles of Incorporation of the Corporation.

1. The name of the Corporation is Frederick N. Herman, P.A.
2. Article 1, "NAME," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE 1.

NAME

The name of this corporation is Frederick N. Herman,
M.D., Inc."

3. Article 4, "PURPOSE," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE 4.

PURPOSE

The Corporation is organized for the purpose of
transacting any and all lawful business for which
corporations may be incorporated under the laws of the
State of Florida."

4. Article 5, "SHARES," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE 5.

CAPITAL STOCK

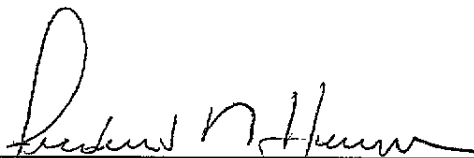
The Corporation is authorized to issue Ten Thousand
(10,000) shares of Common Stock having a par value of One
Cent (\$.01) per share."

5. Article 8, "DIRECTORS' ACTIONS," is hereby deleted in its entirety."

6. The foregoing amendments were adopted by the sole Director and sole Shareholder of the Corporation eligible to vote by a Written Consent signed by him on October 23, 1997, manifesting his intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

7. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 23rd day of October, 1997.



FREDERICK N. HERMAN, M.D.
President