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CSC THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 572182 7128922

AUTHORIZATION : Patricia Tygert

COST LIMIT : $ 43.75

Amend

ORDER DATE : February 1, 2000

ORDER TIME : 2:26 PM

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ORDER NO. : 572182-005

CUSTOMER NO: 7128922

CUSTOMER: Charles W. Webb, Esq
Charles W. Webb, Attorney At
2172 Hillview Street

Sarasota, FL 34239

DOMESTIC AMENDMENT FILING

RECEIVED
00 FEB -2 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME: SARASOTA NEONATAL CARE ASSOCIATES, P.A.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS: ADR
2/3/00

ARTICLES OF AMENDMENT FOR
SARASOTA NEONATAL CARE ASSOCIATES, P.A.
A PROFESSIONAL CORPORATION

1. The name of the Florida Professional Corporation whose Articles of Incorporation are being amended is SARASOTA NEONATAL CARE ASSOCIATES, P.A.

2. The amendments duly adopted are as follows:

INTRODUCTORY PARAGRAPH

"The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida."

"ARTICLE I

The name of the corporation is SARASOTA NEONATAL CARE ASSOCIATES, INC."

"ARTICLE III

The corporation shall have the power:

A. To have succession by its corporate name perpetually.

B. To sue and be sued, appear and defend in all actions and proceedings in its corporate name to the same extent as if it were a natural person.

C. To adopt and use a common corporate seal and alter the same.

D. To appoint such officers and agents as its affairs shall require and to allow them suitable compensation.

E. To adopt, change, amend and repeal the corporate by-laws, not inconsistent with the laws of The State of Florida or exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and the calling of meetings of its stockholders.

F. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interests thereunder or therein.

G. To establish all types of plans, to include but not limited to, pension-profit sharing plans, wage continuation plans, group term plans, medical care, accident and health plans.

H. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, association, fraternal benefit society, state fair or exposition.

I. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue Promissory Notes, Bills of Exchange, Bonds, Debentures or other obligations from time to time for the purchase of property or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligations by mortgages, pledge, deed or trust or otherwise.

J. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

K. To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.

L. To carry on business at any place or places within the jurisdiction of The United States, the District of Columbia, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

M. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation, or business of a similar nature, with any person, firm, corporation, private, public and municipal body politic, under the Government of The United States, or any State, territory or colony thereof, the District of Columbia, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized pursuant to Florida Law.

N. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes.

O. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

P. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Q. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and of The United States of America upon corporations."

"ARTICLE V

The general nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds, to render service of all kinds, and to engage in any or all lawful acts, activities or businesses for which corporations may be organized under the laws of the United States and of the State of Florida."

"ARTICLE VIII

The corporation shall have authority to issue a total of seven thousand five hundred (7,500) shares of capital stock of the part value of ONE ($1.00) DOLLAR per share, all of which shares shall be of one class and shall be designated as Common Voting Stock

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the corporation.

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares entitling them to exercise a majority of the voting power of the corporation shall be sufficient to sustain any action to be taken by the shareholders of the corporation, and in cases where any class shall required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class."

"ARTICLE XII

No stockholder upon the sale of any new stock of the same kind, class or series as that which he already holds shall be entitled to preemptive rights; that is, no stockholder, upon the sale of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others unless said preemptive rights are granted by an appropriate resolution of the Board of Directors, which resolution must receive the unanimous approval of all members of said Board of Directors."

The undersigned hereby certify and acknowledge that all of the shareholders unanimously adopted these amendments at the legally and timely noticed annual shareholders meeting held on January 27, 2000, that all of the directors unanimously approved and adopted these amendments at the legally and timely noticed annual Board of Directors meeting held on January 27, 2000, and that all actions taken in unanimously adopting these amendments on January 27, 2000, were done in compliance with the Articles of Incorporation and the ByLaws of Sarasota Neonatal

Associates, P.A. as well as the laws of the State of Florida. The undersigned further certify and acknowledge that JOHN S. GALLAGHER, MD, is the chairman of the Board of Directors and JOHN S. GALLAGHER, MD, is the president of the company, and that he, in both of those capacities, has been unanimously authorized and empowered by the Board of Directors and the Shareholders to execute this instrument.

JOHN S. GALLAGHER, MD, as chairman of the Board of Directors of Sarasota Neonatal Care Associates, P.A.

JOHN S. GALLAGHER, MD, as president of Sarasota Neonatal Care

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 31 day of January, 2000, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared JOHN S. GALLAGHER, MD, as chairman of the Board of Directors of Sarasota Neonatal Care Associates, P.A. and as president of said corporation, who is known by me to be the person described in or who furnished ____________ as identification, and who executed the foregoing instrument and who acknowledged before me that he executed the same. If the blank remains in this acknowledgment then the Affiant was personally known to the Notary Public.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of January, 2000.

Maxine H. Strock
Notary Public
My commission expires:

STATE OF FLORIDA NOTARY PUBLIC
MAXINE H. STROCK
My Comm Exp. 9/16/2000
No. CC 585289
[X] Personally Known [ ] Other I.D.