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July 23, 1998

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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-07/27/98--01080--001
*****52.50 *****52.50

Re: Primary Care Specialists of the Palm Beaches, L.C.

Dear Sir or Madam:

In connection with the above-referenced Florida limited liability company, enclosed please find the following:

1. Original and one copy of Certificate of Amendment to Articles of Organization of Primary Care Specialists of the Palm Beaches, L.C.; and

2. A check in the amount of $52.50 for the filing fee.

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98 JUL 27 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Would you please be so kind as to return a date-stamped copy of the Certificate to me in the self-addressed stamped envelope provided.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

Rita M. Burdo

Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

L98-657

Name Availability	7-28
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgement	
W. P. Verifyer	

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TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF ORGANIZATION

OF

PRIMARY CARE SPECIALISTS OF THE PALM BEACHES, L.C.

Pursuant to the provisions of section 608.411, Florida Statutes, PRIMARY CARE SPECIALISTS OF THE PALM BEACHES, L.C. (the "Company") adopts the following Certificate of Amendment to its Articles of Organization:

FIRST: The name of the Company is PRIMARY CARE SPECIALISTS OF THE PALM BEACHES, L.C.

SECOND: The Articles of Organization of the Company were filed with the Florida Department of State on May 22, 1998.

THIRD: Article II of the Articles of Organization is amended, in its entirety, to read as follows:

"ARTICLE II. DURATION

The Company shall dissolve and shall commence winding up and liquidating upon the first to occur of any of the following (each a "Dissolution Event"):

(a) December 31, 2050, unless the Members agree to extend the term of the Company;

(b) The sale or other disposition of all or substantially all of the Company's assets, unless the Company, as part of the consideration for any such sale or other disposition, acquires a note, in which case, the Company shall not be dissolved until it sells its entire interest in such note or the collection in full of all monies due under such note so that the only remaining significant asset of the Company is cash;

(c) The unanimous vote of the Members to dissolve, wind up and liquidate the Company;

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(d) A judicial determination that an event has occurred that makes it unlawful, impossible or impractical to carry on the Company's business; or

(e) The Bankruptcy, dissolution, retirement, resignation or expulsion of any Member; provided that any such event will not be deemed a Dissolution Event in the event that each remaining Member agrees to continue the business of the Company within thirty (30) days after the occurrence of such an event."

FOURTH: Article V of the Articles of Organization is deleted in its entirety.

FIFTH: Article VI of the Articles of Organization is amended, in its entirety, to read as follows:

"Article VI. Management

The management of the Company shall be vested in its Managers. The name and address of each Manager who is to serve as a Manager of the Company until his successor is elected and qualifies is:

Robert E. Tomé, M.D.
5700 Lake Worth Road, Ste. 204
Lake Worth, FL 33463

Geraldo R. Aguirre, M.D.
5700 Lake Worth Road, Ste. 204
Lake Worth, FL 33463"

SIXTH: This Certificate of Amendment was approved and adopted by the Members of the Company on July 1, 1998.

IN WITNESS WHEREOF, the undersigned, a Member of the Company, has executed this Certificate of Amendment this 15th day of July, 1998.

MEDICAL SPECIALISTS OF THE PALM BEACHES, INC., Member

By: [signature]
Robert E. Tomé, M.D., President