

N04000007098

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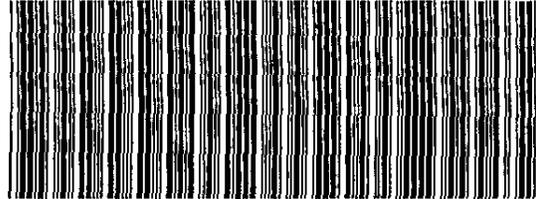
(Business Entity Name)

(Document Number)

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*Amend
T. Lewis*

11/23/04--01024--001 **10.00

FILED
NOV 23 2004
11 23 04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: A WOMAN'S ANSWER MEDICAL CENTER, INC.
(Name of Corporation)

DOCUMENT NUMBER: N04000007098

The enclosed Articles of Amendment and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Michael Angelo
(Name of Person)

Florida Incorporator
(Name of Firm/Company)

2730 White Sands Drive - Suite 3-A
(Address)

Sarasota FL 34231
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Angelo at (888) 800-9573
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | |
|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$_____ Filing Fee & Certificate of Status |
| <input type="checkbox"/> \$_____ Filing Fee & Certified Copy | <input type="checkbox"/> \$_____ Filing Fee, Certificate of Status &
Certified Copy |

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
04 JUN 22 PM 3:36
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

A WOMAN'S ANSWER MEDICAL CENTER, INC.

(present name)

N04000007098

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Article VIII: Capital Stock, Distribution of Corporate Assets and Liability of Directors

8.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8.2 The corporation does not contemplate pecuniary gain or profit and there shall be no capital stock.

8.3 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of county or the country in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8.4 The directors shall not be personally liable for the debts, liabilities or obligations of the corporation.

Article IX: Bylaws

The corporation, through action by its board of directors, shall have the power to adopt, amend or repeal the bylaws which shall, from time-to-time be adopted.

Article X: Amendments to Articles of Incorporation

The corporation reserves the right to amend or repeal these Articles of Incorporation by affirmative vote of (2/3) of the board of directors at any regular business meeting, provided that special notice of such amendments or change shall have been given pursuant to state law.

Article XI: Duration

The period of the duration of this corporation is perpetual.

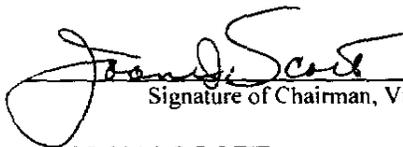
Article XII: Membership

The membership of the corporation shall be defined in the bylaws of the corporation, as adopted by the board of directors.

SECOND: The date of adoption of the amendment(s) was: October 25, 2004

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

JOAN I SCOTT

Typed or printed name

President

Title

10.25.2004

Date