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FROM: RAPPEL & ASSOCIATES, P.A.  
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NAME: OKEECHOBEE SURGICAL ASSOCIATES, P.A.

AUDIT NUMBER.....H97000006489

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CERT. OF STATUS..1

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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
OKEECHOBEE SURGICAL ASSOCIATES, P.A.

1. The following provisions of the Articles of Incorporation of **OKEECHOBEE SURGICAL ASSOCIATES, P.A.**, a Florida professional corporation ("Corporation"), filed with the Secretary of State on January 29, 1996, Charter Number P96000009934, be, and they are hereby amended, pursuant to Florida Statutes, Section 607, as shown below:

A. **ARTICLE I, CORPORATE NAME**, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

*The name of the Corporation is:*

**OKEECHOBEE SURGICAL ASSOCIATES, INC.**

B. **ARTICLE III, PURPOSE**, of the Article of Incorporation of this Corporation is amended to read in its entirety as follows:

"This corporation is organized to construct, own and operate a freestanding outpatient surgical care center."

C. **ARTICLE IV, CAPITAL STOCK**, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

"The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$10.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series."

D. **ARTICLE VI, BOARD OF DIRECTORS**, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

1. The property, business and affairs of the Corporation shall be managed by a Board which shall consist of not less than three(3) directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the

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number of directors, the Board shall consist of three (3) directors. Directors are not required to be shareholders of the Corporation.

2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The initial Board of Directors shall consist of seven (7) Directors. The name and address of the initial Directors are as attached in Exhibit "A" to these Articles of Amendment to the Articles of Incorporation.

E. **ARTICLE VIII., PRE-EMPTIVE RIGHTS**, of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

There shall be no pre-emptive rights granted to the shareholders upon the sale of any stock by any shareholder or the issuance of any stock by the Corporation.

F. **ARTICLE IX., INDEMNIFICATION**, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance in the performance of his duties to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good

faith in a manner which he reasonably believed to be in, or not opposed to the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Paragraph 1, above, or in defense of any claim issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellant attorney's fees) actually and reasonably incurred by him in connection therewith.
3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officers, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.
4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
5. Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

G. ARTICLE X, BYLAWS, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

The first Bylaws shall be adopted by the Board Directors and may be altered, amended or rescinded by the Directors and/or Shareholders in the manner provide by the Bylaws.

H. ARTICLE XI., AMENDMENTS, of the Articles of Incorporation of this Corporation is added to read in its entirety as follows:

Amendments of these Articles of Incorporation shall be made in the following manner, except as otherwise provided by law:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if shares have been issued, directing that it be submitted to a vote at a meeting of the Shareholders, which may be either the annual or a special meeting. If no other share shares been issued, the amendment shall be adopted by a vote of the majority of the Directors and the provisions for adoption by Shareholders shall not apply.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Shareholder of record entitled to vote thereon within the time and in the manner provided by Florida Statutes, Section 607, for the giving of notice of meetings of Shareholders. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting a vote of the Shareholders, entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.
4. Any number of amendments may be submitted to the Shareholders and voted upon by them at any one meeting.
5. If all of the Directors and all of the Shareholders of the Corporation, eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the requirements set forth above had been satisfied.
6. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

7. Articles of Incorporation shall be prepared and shall be executed by the Corporation by its President or Vice president and by its Secretary or an Assistant Secretary, and acknowledged by one of the officers signing the Articles, and shall set forth:
  - A. The name of the Corporation.
  - B. The amendment so adopted.
  - C. The date of the adoption of the amendment by the shareholders or by the Board of Directors when no shares have been issued.
  - D. If such amendment provides for an exchange, reclassification, or cancellation of issued shares, and in the manner in which the same shall be affected is not set forth within the amendment, then a statement of the manner in which the same shall be affected.
  
8. If the amendment is made by the Incorporation or Director(s) before the issuance of any shares, the Articles of Amendment shall be executed by the Incorporator or Director(s), as the case may be, and shall set forth:
  - A. The name of the Corporation.
  - B. The amendment so adopted and the date of the adoption.
  - C. A statement that the amendment is made by the Incorporator or Director(s) before the issuance of any shares.
  
9. The Articles of Amendment shall be delivered to the Department of State of the State of Florida. Upon the filing of the Articles of Amendment by the Department of State, the amendments shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly."

2. The foregoing Amendments was adopted by a Corporate Action by all the Directors of this Corporation, effective as of April 1, 1997. Shareholder action was not required for these amendments.

IN WITNESS WHEREOF, the undersigned, being a Director of this Corporation, has executed these Articles of Amendment as of April 1, 1997.

[SIGNATURE PAGE TO FOLLOW]

OKEECHOBEE SURGICAL ASSOCIATES, P.A.

By: *John Lanza*  
JOHN LANZA, M.D., Director

Acknowledgment

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF OKEECHOBEE    )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of April, 1997, by John Lanza, M.D., Director of Okeechobee Surgical Associates, P.A., a Florida professional corporation, on behalf of the corporation. He is personally known to me.



CARRIE J. CARDIN  
My Commission C008871  
Expires Sep. 27, 2000

*Carrie J. Cardin*  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: