

BMM&W
BRANT, MOORE, MACDONALD & WELLS, P.A.

V30000

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100
Jacksonville, Florida 32202

Stephen G. Prom
sgprom@bmmw-law.com

September 27, 2000

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-10/02/00-01124-004
*****43.75 *****43.75

Florida Department of State
Division of Corporations
Amendments Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment for
Jacksonville Orthopaedic Institute, P.A.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Amendment of Jacksonville Orthopaedic Institute, P.A. Please file the original Articles of Amendment and provide me with a certified copy thereof. Also enclosed is a check made payable to the Florida Department of State in the amount of \$43.75 representing in the aggregate \$35.00 filing fee, and \$8.75 certification fee.

Thank you for your assistance.

Sincerely,



Hilde V. Howell, CLA
Certified Legal Assistant

FILED
00 OCT 18 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amer

Vh
Enclosures
155418.1

T. LEWIS OCT 18 2000

BMM&W

BRANT, MOORE, MACDONALD & WELLS, P.A.

ATTORNEYS AND COUNSELLORS

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Jacksonville, Florida 32202

Stephen G. Prom
sgprom@bmmw-law.com

October 13, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attn: Thelma Lewis, Corporate Specialist Supervisor

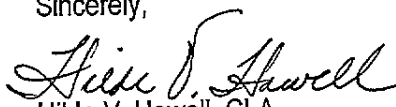
**Re: Articles of Amendment of Jacksonville Orthopaedic Institute, P.A.
Ref. Number: V30000**

Dear Ms. Lewis:

Pursuant to our telephone conversation, today, enclosed is the original and one copy of the Articles of Amendment of Jacksonville Orthopaedic Institute, P.A. which we have corrected to reflect shareholder approval. I understand that you are holding our firm's check totaling \$43.75, representing the required filing and certification fee. Once filed, please forward the certified copy to me for our files. Also enclosed is a copy of your letter of instructions for your ease of reference.

I appreciate your assistance in this matter.

Sincerely,


Hilde V. Howell, CLA
Certified Legal Assistant

Vhh
Enclosure
125834.2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 6, 2000

HILDE V. HOWELL, CLA
BRANT, MOORE, MACDONALD & WELLS, P.A.
50 NORTH LAURA STREET, SUITE 3100
JACKSONVILLE, FL 32202

SUBJECT: JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A.
Ref. Number: V30000

We have received your document for JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 500A00052998

RECEIVED
00 OCT 18 PM 12:37
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A.

FILED
00 OCT 18 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A., as amended by Articles of Amendment dated July 30, 1992 (the "Corporation"), and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A., hereby set forth as follows:

1. The name of this Corporation is JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A.

2. The Articles of Incorporation of JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A., as amended, are hereby amended by deleting the first paragraph of Article "X" in its entirety, and by substituting in lieu thereof the following paragraph:

To engage in every phase and aspect of the business of rendering professional services to the public that licensed medical doctors and doctors of osteopathy are authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents who are duly certified, registered or licensed or otherwise legally authorized to render such professional services within this State.

1. Article X of the Articles of Incorporation of JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A., as amended, is hereby further amended by adding the following paragraph to the end of Article X:

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

2. In accordance with Florida Statute Section 607.1002, the referred to ^{Shareholders and} amendment was adopted by the Board of Directors on July 6, 2000.

3. The above referred to amendment shall become effective within five (5) days of filing of these Articles of Amendment by the Florida Department of State, and the Articles of Incorporation of JACKSONVILLE ORTHOPAEDIC INSTITUTE, P.A. shall be deemed to be amended accordingly.

DATED this ~~28th~~ day of July, 2000.



MICHAEL S. SCHARF, M.D.,
President

Attest:


R. STEPHEN LUCIE, M.D., Secretary

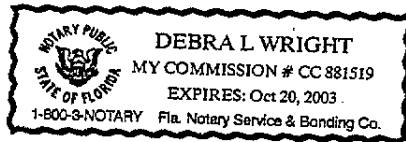
Certificate

These Articles of Amendment to the Articles of Incorporation ("Articles of Amendment") of Jacksonville Orthopaedic Institute, P.A., as amended, were duly approved and authorized by vote, in person or by proxy, of at least seventy-five percent (75%) of the members of the Board of Directors ^{and Shareholders} of the Corporation, upon motion duly made and seconded, and after discussion, at a meeting duly notice and held on July 6, 2000, at which a quorum was present in person or by proxy. A certified copy of the Articles of Amendment has been appended to the Corporation's original certified Articles of Incorporation, and has been filed in the Corporation's minute book.


R. Stephen Lucie, M.D., Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of July, 2000, by Michael S. Scharf, M.D., as President, and on behalf of the Corporation, who [] is personally known to me or [] who has produced _____ as identification.



Debra L Wright
PrintName: Debra L Wright

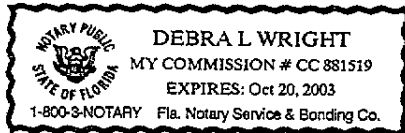
Notary Public, State of Florida at Large.

Commission No. CC881519

Commission Expires: 10/20/03

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of July, 2000, by R. Stephen Lucie, M.D., as Secretary, and on behalf of the Corporation, who [] is personally known to me or [] who has produced _____ as identification.



Debra L Wright
PrintName: Debra L Wright

Notary Public, State of Florida at Large.

Commission No. CC881519

Commission Expires: 10/20/03