

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
1061 MATTLAND CENTER COMMONS
SUITE 106
MATTLAND, FLORIDA 32751

STEVEN H. KANE
Florida Board Certified in
Wills, Estates and Trusts

JEFFREY M. KOLTUN
Also admitted in Ohio
and Kentucky

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

154884

December 11, 1998

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

800002711989--1
-12/14/98--01122--002
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation of Southeastern
Clinical Services, P.A.
Effective Date: Date of Filing

Dear Sir or Madam:

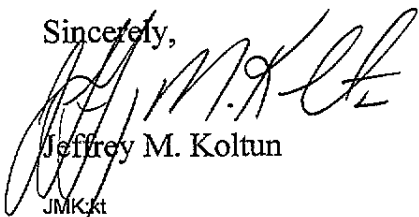
In connection with the amendment of the Articles of Incorporation of the above
corporation, I have enclosed the following:

1. Two signed originals of Articles of Amendment to Articles of Incorporation
of Southeastern Clinical Services, P.A., which provides for the authorization of voting and
non-voting common stock.
2. A check in the amount of \$35.00 payable to the Department of State to cover
the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of
Incorporation on the additional signed copy of the Articles of Amendment and return the
docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,


Jeffrey M. Koltun

JMK:kt
Enclosures

cc: John F. Byrnes, Jr., PA-C

FILED
98 DEC 14 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
154884
308 amend A
12-14-98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHEASTERN CLINICAL SERVICES, P.A.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, Southeastern Clinical Services, P.A., a professional service corporation organized and existing under the laws of the State of Florida, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is Southeastern Clinical Services, P.A. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolution amending the Articles of Incorporation by written consent dated November 13, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the Shareholders of the Corporation approved the resolution amending the Articles of Incorporation by written consent dated November 13, 1998, in accordance with the provisions of Section 607.0704 of the Florida Statutes:

RESOLVED, that Article III, Paragraph A, of the Amendment and Restatement of Articles of Incorporation shall be amended as follows:

"The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000), of which One Thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of voting common stock, and Nine Thousand (9,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of voting and non-voting common stock, are as follows:

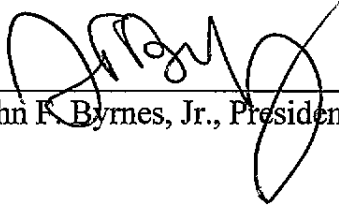
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1998 DEC 11 PM 1:11
FILED

- Holders of voting common stock of the Corporation shall be entitled to one (1) vote for each share of voting common stock standing in his, her or its name at any and all meetings of the shareholders of the Corporation. Holders of non-voting common stock shall not be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights and features with respect to the shares of non-voting common stock shall be identical in all respects to those of the shares of voting common stock."

Dated this 13 day of November, 1998.

Southeastern Clinical Services, P.A.

By: 
John F. Byrnes, Jr., President

FILED
98 DEC 14 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA