

Division of Corporations

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

COASTAL ORTHOPEDICS & SPORTS MEDICINE OF SOUTHWEST FLORIDA, P.A.

THIS AMENDMENT TO THE ARTICLES OF INCORPORATION (this "Amendment") was adopted on the 29th day of August, 2011 by the Directors and Shareholders of **COASTAL ORTHOPEDICS & SPORTS MEDICINE OF SOUTHWEST FLORIDA, P.A.**, a Florida professional service corporation (the "Corporation") in accordance with Chapter 607, Florida Statutes.

WITNESSETH:

WHEREAS, the Corporation's original Articles of Incorporation were filed with the Florida Secretary of State on June 6, 1973, as amended on or about June 1974, May 1975, June 1982, April 6, 1998, October 5, 2004, and March 21, 2005 (the "Articles");

WHEREAS, the Corporation, its Board of Directors, and Shareholders have determined that the March 21, 2005 amendment to the Articles created two classes of stock for the Corporation, which were not and have not been utilized by the Corporation; and

WHEREAS, the Corporation, its Board of Directors, and Shareholders desire to file these Articles of Amendment to clarify the Corporation has one class of stock.

NOW, THEREFORE, pursuant to the provisions of Florida Statutes Section 607.1003 the Corporation hereby adopts the following Amendment to its Articles:

1. **Recitals.** The recitals above are true and correct and are hereby incorporated herein by this reference.
2. **Amendment.** Any and all amendments purportedly made to Article III of the Articles by those certain Articles of Amendment, dated March 21, 2005, are hereby repudiated, rescinded and deleted in their entirety and replaced by the following Article III:

Article III. - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be Five Thousand (5,000) shares of common stock.

3. **Ratification.** Except as specifically amended herein, all terms, provisions and conditions of the Articles shall remain unmodified, and otherwise in full force and effect.

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4. **Authorization.** The foregoing Amendment was approved and ratified by a majority of the Directors and Shareholders by execution of a written consent, dated August 29, 2011, in accordance with Florida Statutes Chapter 607 and the Corporation's Articles and Bylaws. Therefore, the Secretary of State is hereby requested to approve and file this Amendment in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the undersigned has executed this Amendment effective the 17 day of October, 2011.

COASTAL ORTHOPEDICS & SPORTS
MEDICINE OF SOUTHWEST FLORIDA,
P.A., a Florida professional service corporation

By: 

Arthur Valade, M.D., President

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