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201 South Biscayne Boulevard

22nd Floor

Miami, FL 33131-4335

DOMESTIC AMENDMENT FILING

NAME:

LAWRENCE M. CIMENT, M.D., ABRAHAM ROTBARTH, M.D. AND ROBERT N. GALBUT, M.D., P.A.

EFFICTIVE DATE:

XX___ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO

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ARTICLES OF INCORPORATION

LAWRENCE M. CIMENT, M.D., ABRAHAM ROTBART, M.D. SECRETARY OF STATE ROBERT M. GALBUT, M.D., P.A.

The undersigned hereby certify the following Articles of Amendment to the Articles of Incorporation of LAWRENCE M. CIMENT, M.D., ABRAHAM ROTBART, M.D. AND ROBERT N. GALBUT, M.D., P.A. (the "Corporation").

1. Article I of the Articles of Incorporation shall be replaced in its entirety with the following:

"ARTICLE I. NAME.

The name of this Corporation is:

LAWRENCE M. CIMENT, M.D., ABRAHAM ROTBART, M.D. AND ROBERT N. GALBUT, M.D., INC."

2. Article II of the Articles of Incorporation shall be replaced in its entirety with the following:

"ARTICLE II. NATURE OF BUSINESS.

The Corporation is established under and pursuant to the laws of the State of Florida, and more particularly Chapter 607, the Florida Business Corporation Act. The Corporation, through its officers, directors and employees shall be authorized to engage in any lawful purpose."

3. The following sentence shall be deleted from Article III of the Articles of Incorporation:

"None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida."

4. The following sentence shall be added to Article III of the Articles of Incorporation:

"The stockholders of the Corporation are hereby permitted to transfer their stock to any persons or entities, regardless of whether such persons or entities are physicians."

5. The foregoing amendments were adopted by all of the Shareholders and all of the Directors of the Corporation on September 12, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Articles of Amendment to the Articles of Incorporation effective as of September 12, 1997.

ABRAHAM ROTBART, M.D., President

LAWRENCE M. CIMENT, M.D., Secretary