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Division of Corporations

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLERGY & ASTHMA ASSOCIATES OF SOUTH FLORIDA, P.A.

The undersigned, as the President of Allergy & Asthma Associates of South Florida, P.A., a Florida professional service corporation (the "Corporation"), hereby files the following amendments to the Corporation's Articles of Incorporation ("Articles of Amendment") in accordance with Section 607.1006 of the Florida Statutes:

1. The name of the Corporation is Allergy & Asthma Associates of South Florida, P.A.
2. Section 3 of the current Articles of Incorporation of the Corporation, as amended, is hereby deleted in its entirety and the text set forth on Exhibit A attached hereto is hereby inserted as a new Section 3.
3. A new Section 10 shall be added to the current Articles of Incorporation of the Corporation, as amended, and the text set forth on Exhibit B attached hereto is hereby inserted as a new Section 10.
4. The amendments were adopted by the Corporation's directors and shareholders on February 9, 2010.
5. The amendments were duly approved by the shareholders of the Corporation and the number of votes cast to approve the amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, this 9th day of February, 2010, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Allergy & Asthma Associates of South Florida, P.A., which shall be effective upon the filing with the State of Florida, Department of State.

ALLERGY & ASTHMA ASSOCIATES OF
SOUTH FLORIDA, P.A.

By: _____

Jaimo Landman, M.D.
President

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EXHIBIT A**Section 3. Capital Stock.****(a). Number of Shares; Designation of Class.**

The total number of shares that the Corporation shall have authority to issues is Two Thousand Five Hundred (2,500), consisting of Two Thousand (2,000) Class A shares, having a par value of one cent (\$.01) per share (the "Legacy Stock"), and Five Hundred (500) Class B shares having a par value of one cent (\$.01) per share (the "Limited Stock").

(b) Voting.

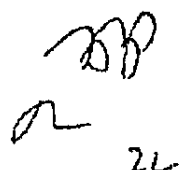
(i) The holders of the Legacy Stock shall have unlimited voting rights and shall be entitled to cast one (1) vote per share of Legacy Stock.

(ii) The Limited Stock shall be non-voting and except as otherwise expressly required by applicable law, the Corporation's bylaws or any written shareholders' agreement, the holders of the shares of Limited Stock shall not be entitled to vote on any matters coming before the shareholders of the Corporation.

(c) Dividends.

(i) The holders of record of each share Legacy Stock shall be entitled to Non-Liquidating Dividend distributions from the Corporation as the board of directors of the Corporation ("Board") may declare from time to time. For purposes of this subparagraph, "Non-Liquidating Dividend" means any dividend, whether payable in cash, stock or otherwise, as the Board may determine, that is not a Liquidating Dividend (as defined below). The holders of record of any shares of Limited Stock shall not be entitled to receive any Non-Liquidating Dividend distribution.

(ii) The holders of record of each share of Legacy Stock and each share of Limited Stock shall each be entitled to receive, pari passu and pro rata on a per share basis, the net assets of the Corporation and/or the net sales proceeds from the net assets of the Corporation (but only if such net assets or net proceeds are made available for distribution to the Shareholders and there is no right to demand payment upon the liquidity event) upon the sale, lease or other transfer or disposition of all or substantially all of the property or business of the Corporation, including, but not limited to, pursuant to (a) the dissolution, liquidation or winding up, voluntary or involuntary, of the Corporation and/or (b) the merger or consolidation of the Corporation into or with any other corporation or other business entity, or the merger or consolidation of any other

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corporation or other business entity into or with the Corporation (a "Liquidating Dividend").

(d) No Conversion Rights.

The Limited Stock may not be converted into Legacy Stock or into any other class of securities of the Corporation. The Legacy Stock may not be converted into Limited Stock or into any other class of securities of the Corporation.

(e) Conversion.

Each common share of capital stock of the Corporation outstanding on the date Articles of Amendment are filed with the Florida Department of State shall be converted into one (1) Legacy Share. The holders of common shares of capital stock shall surrender their stock certificates to the Corporation and upon such surrender, shall receive a replacement stock certificate evidencing Legacy Shares.

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EXHIBIT B

Section 10. Shareholders' Agreements. The Corporation and its shareholders are authorized to enter into Shareholders' Agreements as described in Florida Statutes Sections 607.0731 and 607.0732, or any replacement or successor statute sections.

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