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STATE
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Name Change
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RICHARD M. ZAKHEIM, M.D., P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD M. ZAKHEIM, M.D., P.A. (the "Corporation"), through the action of the undersigned, as the sole director and the sole shareholder of the Corporation, hereby amends its Articles of Incorporation, pursuant to the provisions of Section 621.13(4) of the Professional Service Corporation and Limited Liability Company Act, for the purpose of converting the Corporation into a Florida Business Corporation, under the Florida Statutes. The Corporation hereby changes its business purposes from exclusively rendering professional services to engaging in any lawful purpose.

1. The Corporation hereby duly adopts the following amendments to its Articles of Incorporation:

- a. ARTICLE ONE shall be replaced in its entirety with the following:

"ARTICLE ONE

NAME

The name of the corporation shall be:

RICHARD M. ZAKHEIM, M.D., INC."

- b. ARTICLE THREE shall be replaced in its entirety with the following:

"ARTICLE THREE

PURPOSE

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."

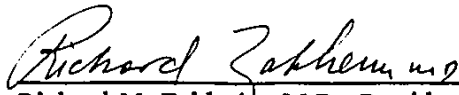
- c. The following provision shall be added to ARTICLE FIVE:

"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."

2. All of the provisions of the Articles of Incorporation not amended herein are hereby ratified, confirmed and shall remain unchanged.

3. The foregoing amendments were adopted by the undersigned, as the sole director and the sole shareholder of the Corporation, effective as of February 28, 1997.

IN WITNESS WHEREOF, the undersigned, President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on the 4th day of March, 1997.


Richard M. Zakheim, M.D., President