

CSC	THE UNITED STATES CORPORATION
	COMPANY

072100000032 ACCOUNT NO.

REFERENCE

281950

4369500

AUTHORIZATION

COST LIMIT

ORDER DATE: March 5, 1997

ORDER TIME : 9:58 AM

400002105304--2

ORDER NO. : 281950-015

CUSTOMER NO:

4369500

CUSTOMER: Judy Diamond, Legal Assistant

Mcdermott, Will & Emery

201 South Biscayne Boulevard

22nd Floor

Miami, FL 33131-4335

DOMESTIC AMENDMENT FILING

RICHARD M. ZAKHEIM, M.D., P.A.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

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



RICHARD M. ZAKHEIM, MD, 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

<u>NAME</u>

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 <u>4th</u> day of <u>March</u>, 1997.

Richard M. Zakheim, M.D., President