

600459

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August 28, 1997

FEDERAL EXPRESS

David Mann, Director
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-09/02/97--01190--001
****385.00 *****87.50

Re: Conversion and Name Change of OAWF, Inc. and
Creation of Orthopaedic Associates of West Florida, P.A.
Our File No. 97-2656

Dear Mr. Mann:

Thank you for talking with me (on referral from Gary Teblum) last Friday, August 22, 1997, regarding the steps that need to be taken to convert a Florida professional corporation to a Florida business corporation and change its name, and thereby release the name previously used by that corporation to a new Florida professional corporation. In our conversation, you were kind enough to offer to assist us in ensuring that the documents are in proper form and filed in the appropriate manner to effectuate our needs.

I am enclosing the following:

1. Articles of Amendment to Articles of Incorporation of Orthopaedic Associates of West Florida, P.A., which will convert the corporation to a Florida business corporation and change its name to OAWF, Inc.
2. Affidavit from the President of OAWF, Inc., acknowledging that the corporation has changed its name and will no longer use the name, and releasing the previously-used name for use by the new professional corporation.
3. Articles of Incorporation for Orthopaedic Associates of West Florida, P.A. (the new professional corporation which will use the name previously used).
4. Articles of Merger, pursuant to which OAWF, Inc. will merge with and into Specialty Care Network, Inc., a Delaware corporation, with Specialty Care Network, Inc. continuing as the surviving corporation.

NIC Amend
SP

R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 PM 1:33

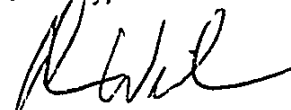
David Mann, Esquire
August 28, 1997
Page 2

I would appreciate your assistance in filing the enclosures with the Secretary of State's office in the proper order to ensure that each of the steps described above can be fulfilled. Once all of the documents have been filed, please send me (in the enclosed, stamped, self-addressed envelope): (1) one certified copy of the Articles of Amendment, (2) one certified copy of the new Articles of Incorporation, and (3) two certified copies of the Articles of Merger.

I also am enclosing our firm check in the amount of \$385.00, to cover all of the filing and certified copy fees.

If there are any problems, please contact me at the Tampa number above as soon as possible. We very much appreciate your courtesy in assisting us with this matter.

Sincerely,



Don B. Weinbren

DBW/lab
Enclosures

cc: Matthew S. Heiter, Esquire (w/o encl.)
Ms. Judy Carrico (w/o encl.)

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A.**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 PM 1:32**

ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A., a professional corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapters 621 and 607, Florida Statutes, does hereby, by and through the undersigned, its President, certify as follows:

1. The amendments to the existing Articles of Incorporation being effected hereby are intended to convert the Corporation from a professional corporation to a business corporation and to change the name of the Corporation. The amendments to the existing Articles of Incorporation being effected hereby are those resulting from completely deleting Articles I and II in their entirety and substituting therefor the provisions set forth below in Articles I and II, completely deleting Article XI in its entirety and renumbering existing Articles XII and XIII as Articles XI and XII, respectively.

2. These Articles of Amendment to the Articles of Incorporation of the Corporation were approved and recommended to the stockholders for approval by the Board of Directors, and were approved and adopted by all of the stockholders of the Corporation (constituting a number of votes sufficient for the approval of such amendments), on August 28, 1997, in accordance with Section 607.1003, Florida Statutes.

3. These Articles of Amendment of Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid. Upon becoming effective and thereafter, existing Article XI shall be deleted in its entirety, existing Articles XII and XIII shall be renumbered as Articles XI and XII, respectively, and Articles I and II of the Articles of Incorporation of the Corporation shall read as follows:

Article I - Name of Corporation

The name of this corporation shall be: **OAWF, INC.**

Article II - Nature of Business

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation

Act, Chapter 607, Florida Statutes, as amended, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

IN WITNESS WHEREOF, ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A. has caused these Articles of Amendment of Articles of Incorporation to be executed by its President this 28th day August, 1997.

ORTHOPAEDIC ASSOCIATES OF WEST FLORIDA, P.A.

By: Harry Steinman
Harry Steinman, M.D., President