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Division of Corporations

COHEN, CHASE & HOFFMAN

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601373

Florida Department of State  
Division of Corporations  
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BASIC AMENDMENT

ORTHOPEDIC SPECIALISTS OF SOUTH FLORIDA, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND  
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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
ORTHOPEDIC SPECIALISTS OF SOUTH FLORIDA, P.A.**

By unanimous vote of the Board of Directors and Shareholders of Orthopedic Specialists of South Florida, P.A., a Florida professional service corporation, originally incorporated on September 6, 1969, Document Number 601373, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1003 and 607.1006, amend the existing Articles of Incorporation, in the following respect:

ARTICLE III - STOCK is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

**ARTICLE III - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
6,000	\$1.00	Common
6,000	\$1.00	Non-Voting Common
6,000	\$125.00	Preferred

The relative rights, privileges and limitations of the Common Stock and the Non-Voting Common Stock shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Common Stock and, except as otherwise required by law, the holders of Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The Preferred Stock shall be non-voting and non-convertible and shall entitle the holders thereof to a fixed amount of one hundred twenty-five dollars (\$125) per share on the liquidation of the corporation prior to the payment of any liquidation proceeds to the holders of the Common Stock and Non-Voting Common Stock. Except as provided above, the Preferred Stock shall not entitle the holders thereof to any other rights to dividends declared by the corporation or to distributions of the assets of the corporation in the event of its dissolution, liquidation or termination.

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The holders of the Common Stock and Non-Voting Common Stock shall be entitled to share equally in the dividends declared by the corporation. The holders of the Common Stock and Non-Voting Common Stock shall be entitled to receive all of the distributions of the assets of the corporation in the event of its dissolution, liquidation or termination, after the liquidation preference of one hundred-twenty five dollars (\$125) per share is made to the holders of the Preferred Stock of the corporation.

The consideration for all of the said shares shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.


Each holder of the Corporation's outstanding Common Stock shall be entitled to exchange so many of such holder's outstanding shares for an equal number of shares of the corporation's Non-Voting Common Stock as such holder, in such holder's discretion, determines by notice to the corporation prior to January 1, 2000.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or in the future authorized, and securities convertible into shares of its stock of any class, whether now or in the future authorized, for such considerations as the board of directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the corporation.

The foregoing Amendment was adopted by all of the Directors and Shareholders of this Corporation, by a Statement Manifesting Intention that Amendment to Articles of Incorporation be Adopted, on the 31<sup>st</sup> day of October, 1999.

Dated at Miami, Florida, this 31<sup>st</sup> day of October, 1999.

Attest:

  
Stephen P. Nadler, M.D., Secretary

By:

  
Orestes G. Rosabal, M.D., President

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