1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX



ACCOUNT NO. : 072100000032

REFERENCE: 189031 132254A

AUTHORIZATION

COST LIMIT : \$ PPD

ORDER DATE: December 16, 1996

ORDER TIME : 9:08 AM

ORDER NO. : 189031-005

CUSTOMER NO: 132254A

CUSTOMER: Jeffrey J. Kallan, Esq

Bronstein Carlson Gleim &

Suite 1100

150 Second Avenue, North St. Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME:

COMENHAVER, BELL &

ASSOCIATES, M.D.'S P.A.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS

RECEIVED 96 DEC 16 AH 10: 40 DISTISSON OF CORPORATION

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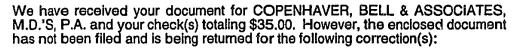
FLORIDA DEPARTIMENT OF STATE
Sandra B. Mortham
Secretary of State RPORATION

December 16, 1996

CSC NETWORKS SUSANA ROMAGOSA TALLAHASSEE, FL

N Bubmission date as file date. SUBJECT: COPENHAVER, BELL & ASSOCIATES, M.D.'S, P.A.

Ref. Number: 601918



The word "initial" or "first" should be removed from the article regarding directors; officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

On page 4 of the Amendment it states that a copy of such Written Action follows these Amended Articles of Incorporation. Please indicate whether a copy of the Written Action will be attached to this Amendment or Not.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell Corporate Specialist

Letter Number: 996A00056035

ARTICLES OF AMENDMENT

OF

COPENHAVER, BELL & ASSOCIATES, M.D.'S, P.A.

The undersigned corporation, in accordance with the Florida General Corporation Act, the Professional Service Corporation Act and its Bylaws, hereby amends its Articles of Incorporation in its entirety and hereby adopts the following Amended Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Copenhaver, Bell & Associates, M.D.'s, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are Roger D. Copenhaver, Jr., M.D., 1421 Court Street, Suite A, Clearwater, Florida 34616.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have four (4) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the directors of this corporation are Roger D. Copenhaver, Jr., M.D., John W. Bell, M.D., Terry R. Meadows, M.D. and Frank Pidala, M.D., 1421 Court Street, Suite A, Clearwater, FL 34616.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this Corporation were Roger D. Copenhaver, Jr., M.D., 1421 Court Street, Suite A, Clearwater, FL 34616.

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors.

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

The Amended Articles of Incorporation have been adopted by written action of the Directors and shareholders of the Corporation pursuant to Section 607.181(3), Florida Statutes.

A copy of such Written Action follows these Amended Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 12 day of 25, 1996.

Copenhaver, Bell & Associates,

M.D.'s, P.A.

(CORPORATE SEAL)

John W. Bell, M.D., (President

117749

WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS OF COPENHAVER, BELL & ASSOCIATES, M.D.'S, P.A.

The undersigned, being all of the members of the Board of Directors and all the shareholders of Copenhaver, Bell & Associates, M.D.'s, P.A., a Florida corporation (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation, the Florida General Corporation Act and the Florida Professional Service Corporation Act hereby consent to and adopt the following preambles, resolutions and actions:

- 1. RESOLVED, that this Written Action shall be in lieu of a joint special meeting of the Board of Directors and Shareholders of the Corporation.
- 2. WHERRAS, pursuant to Chapter 621, Plorida Statutes, the stock of a professional association cannot be held by a person who is not duly licensed to render the professional service for which the professional association was organized; and

WHEREAS, in order to permit sale of stock in the corporation to a non-physician, it is in the best interest of the Corporation that it be converted to a regular corporation under Chapter 607, Florida Statutes, and that its Articles of Incorporation be amended in their entirety as set forth on the Articles of Amendment, a copy of which has been submitted to the Shareholders and Board of Directors; now, therefore, it is

RESOLVED, that the Articles of Amendment to the Articles of Incorporation of Copenhaver, Bell & Associates, M.D.'s, P.A. be and the same are hereby approved.

FURTHER RESOLVED that the officers of the Corporation are authorized, directed and expowered to execute the Articles of

Amendment and to file same with the Florida Department of State.

FURTHER RESOLVED, that the title of the Bylaws of the Corporation, the corporate seal and the certificates evidencing shares of the Corporation be changed to reflect the new corporate name, as found in the Articles of Amendment.

3. WHEREAS, it has been determined to be in the best interest of the Corporation to adopt a policy whereby the Corporation shall not interfere with the independent medical judgement of physician employees; now therefore, it is

RESOLVED, that the Amended and Restated Bylaws of the Corporation shall be amended by adding a new Article.

FURTHER RESOLVED, that the First Amendment to Amended and Restated Bylaws, a copy of which is attached here marked Exhibit "A", is hereby adopted and approved and the Secretary of the Corporation is instructed to insert the First Amendment to Amended and Restated Bylaws in the corporate minute book.

DATED this 12 day of 18 (18) , 1996.

MALKU

(for also

Bell, M.D.

PAdala, M.D.

Torry R. Meadows, N.D.

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