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PLEASE REPLY TO

Tampa

July 17, 1998

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-07/20/98-01060-019
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Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation for
Hochberg and Woodrow, M.D.'s, P.A.
Our File No. 70-0467

Dear Sir or Madam:

I am enclosing for filing with the Florida Secretary of State an original and one photocopy of the Amendment to Articles of Incorporation of Hochberg and Woodrow, M.D.'s, P.A. Please file the Amendment, certify the photocopy and return it to me at the Tampa address noted above as soon as possible.

If you have any questions please feel free to call the undersigned.

Sincerely,

Don B. Weinbren
Don B. Weinbren

DBW/lab
Enclosures

98 JUL 20 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

CM
602173
MC+Amend
7-20-98
* Good Copy
BPS

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
HOCHBERG AND WOODROW, M.D.'S, P.A.**

HOCHBERG AND WOODROW, M.D.'S, P.A., a professional service corporation organized and existing under the laws of the State of Florida (the "**Corporation**") does hereby certify as follows:

1. The first amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article I of the Articles of Incorporation and substituting in its place the Article I set forth below, the sole effect of such amendment being to change the Corporation's name from "HOCHBERG AND WOODROW, M.D.'S, P.A." to "BERNARD M. HOCHBERG, M.D., P.A."

2. The second amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article VII of the Articles of Incorporation and substituting in its place the Article VII set forth below, the sole effect of such amendment being to change the minimum number of directors from three (3) to one (1).

3. The foregoing amendments to the Articles of Incorporation were approved by written consent of the sole shareholder of the Corporation, adopted on the 13 day of July, 1998, pursuant to Section 607.1003(6), Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

4. These Articles of Amendment of the 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, and thereafter, Articles I and VII, respectively, of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE I - NAME

The name of this corporation shall be **BERNARD M. HOCHBERG, M.D., P.A.**

SECRETARY OF STATE
TALLAHASSEE
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APPROVED
AND
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ARTICLE VII - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each said director shall be of full age and shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of the corporation may remove any director from office at any time with or without cause.

IN WITNESS WHEREOF, HOCHBERG AND WOODROW, M.D.'S, P.A. has caused these Articles of Amendment of the Articles Incorporation to be executed by its President.

HOCHBERG, AND WOODROW, M.D.'S, P.A.

By *Bernard M. Hochberg*
Bernard M. Hochberg, M.D., President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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APPROVED
AND
FILED