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CONTACT: JUSTIN T WILSON
PHONE: (305)860-7098

ACCT#: 072100000120

FAX #: (305)858-4777

NAME: HIRSCH, STRASSBERG, KENWARD AND VIZOSO, M.D.

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Linda Stitt
Corporate Specialist

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January 10, 1997

HIRSCH, STRASSBERG, KENWARD AND VIZOSO, M.D.'S, P.A.
7300 S.W. 62 PL 3RD FLOOR
S. MIAMI, FL 33143-4813

SUBJECT: HIRSCH, STRASSBERG, KENWARD AND VIZOSO, M.D.'S, P.A.
REF: 603019

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Linda Stitt
Corporate Specialist

FAX Aud. #: H97000000431
Letter Number: 497A00001412

H97000000431

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HIRSCH, STRASSBERG, KENWARD AND VIZOSO, M.D., P.A.**

In accordance with Section 607.1006, Florida Statutes, the undersigned being the President of HIRSCH, STRASSBERG, KENWARD AND VIZOSO, M.D.'s, P.A., a Florida professional corporation (the "Corporation") does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation.

1. Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article I shall be as follows:

Article I.

The name of this Corporation shall be:

HIRSCH, STRASSBERG, KENWARD AND VIZOSO, INC.

2. Article II of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article II shall be as follows:

Article II.

PURPOSES

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

3. The foregoing amendments were adopted on January 2nd, 1997.

4. The foregoing amendments were approved pursuant to

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue, Suite 612
Miami, Florida 33131
(305)577-4888

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Section 607.0704, Florida Statutes, by the unanimous written consent of the holders of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned President
the Corporation have executed these Articles of Amendment this ____
day of January, 1997, to be effective in all respects when filed
with the Florida Secretary of State.

HIRSCH, STRASSBERG, KENWARD AND
VIZOSO, M.D.'S P.A.

By:

Richard M. Strassberg
Richard M. Strassberg, M.D.,
President

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 612
Miami, Florida 33131
(305)577-4888

H97000000431

**JOINT WRITTEN CONSENT OF THE
STOCKHOLDERS AND DIRECTORS OF
HIRSCH, STRASSBERG, KENWARD AND VIEOSO, M.D., P.A.**

The undersigned, being all of the stockholders and directors of the captioned corporation, by their signatures hereto pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of the time, place and objects of such meeting, and consent to, approve and adopt the following corporate acts:

RESOLVED, that the Articles of Amendment in the form and consent as attached hereto, be and hereby are approved and adopted; and

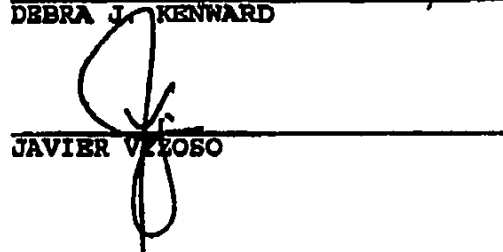
BE IT FURTHER RESOLVED, that the President of the corporation is hereby authorized and directed to execute said Articles of Amendment and to cause same to be filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 8th day of January, 1997.


NATHAN B. HIRSCH


RICHARD M. STRASSBERG


DEBRA J. KENWARD


JAVIER VIEOSO

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 612
Miami, Florida 33131
(305)577-4888