

MAY. 2. 2008 12:30PM  
TRENAM KEMKER ST. PETE

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604772

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## ARTICLES OF AMENDMENT

### BABAT, KATZ & SAMUELSON, M.D.'S, P.A.

#### 1 Amendments.

The Articles of Incorporation, filed initially as document 604772, as amended, are further amended as follows:

- Article 11 is added to read in its entirety as follows:

#### Article 11

##### Shareholders Agreement

This corporation's shareholders may enter into shareholder, and shareholders' agreements that comply with §607.0731, and §607.0732, Florida Statutes, as applicable, even if such shareholder or shareholders' agreement, as the case may be, is inconsistent with one (1) of more provisions of these Articles of Incorporation.

- Article 12 is added to read in its entirety as follows:

#### Article 12

##### Shareholder Disqualification

Except as otherwise expressly provided in this Article, if a shareholder of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that shareholder's continued rendering of such professional services (each a Disqualification Event), that shareholder (the Disqualified Shareholder) must sever all employment with, and financial interests in, this corporation forthwith. Upon a Disqualification Event, the Disqualified Shareholder's shares in this corporation are redeemed and are deemed to have been redeemed and cancelled effective as of the occurrence of the Disqualification Event. ~~the shares in this corporation held by the Disqualified Shareholder are not considered outstanding upon and after the Disqualification Event, the Disqualified Shareholder is not entitled to vote or participate in any corporate or shareholder action and ceases to be an employee, officer, director, and/or shareholder of this corporation effective as of the Disqualification Event, and the Disqualified Shareholder's sole right and entitlement is to receive the redemption price (the Redemption Price) for those redeemed shares (the Redeemed Shares).~~ All shares of the capital stock of the corporation constitute redeemable shares which may be redeemed pursuant to this Article.

A deceased Shareholder is a Disqualified Shareholder, and the death of a Shareholder constitutes a Disqualification Event, for purposes of this Article.

In the event that by operation of law or pursuant to any requirement of law, including bankruptcy law, or a judicial decree or other court order, award, decision, injunction, judgment, ruling, decree, charge, writ, subpoena or verdict, including in connection with any divorce, equitable or community or marital property distribution relating to the division or partition of property between

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spouses, this corporation is required to recognize any transfer, assignment or other disposition of all or any part of a shareholder's stock in the corporation to a person who is not eligible to own stock in a professional corporation under Chapter 621, Florida Statutes, a Disqualification Event is deemed to have occurred and the shares that are affected by that transfer, assignment or other disposition constitute the Redeemed Shares for purposes of this Article.

The Redemption Price for the Redeemed Shares shall be the redemption price as determined pursuant to any shareholder or shareholders' agreement within the meaning of §607.0731, and §607.0732, Florida Statutes, or bylaw in legal force and effect which is binding upon the Disqualified Shareholder or to which the Redeemed Shares are subject that provides for redemption and determination of the Redemption Price. If there is no shareholder or shareholders' agreement or bylaw which provides for redemption and determination of the Redemption Price, the Redemption Price shall be an amount equal to the pro rata share of this corporation's shareholder equity associated with the Redeemed Shares as reflected on a balance sheet of the Company as of the close of the calendar month immediately preceding the calendar month within which the Disqualification Event occurs, as determined, by this corporation's regularly engaged accounting firm, without audit, based on historical cost, employing the accrual method of accounting (regardless of the method of accounting actually used by this corporation) and generally accepted accounting principles in the United States, except that no allowance of any kind shall be made for goodwill, going concern value or similar intangible asset of this corporation.

The Redemption Price for the Redeemed Shares must be paid in accordance with the applicable shareholder or shareholders' agreement or bylaw, if any, and if not, must be paid in cash within thirty (30) days after the corporation first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by this corporation's regularly engaged accounting firm.

The foregoing provisions of this Article do not apply if the Disqualified Shareholder is this corporation's sole shareholder. In that event, the corporation must promptly either (i) change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the corporation is to be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession, or (ii) take such other action as may be required to cause the corporation to qualify as a professional corporation under Chapter 621, Florida Statutes.

**1 Date of Adoption.**

The foregoing amendment was adopted by the shareholders on April 22, 2008, by written consent action.

**3 Effective Date.**

This amendment is effective upon filing with the Florida Secretary of State.

**4 Shareholder Approval.**

The number of votes cast for the amendment by the shareholders was sufficient for approval.

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IN WITNESS WHEREOF, these Articles of Amendment have been executed as of  
April 22, 2008.

  
DAVID W. SAMUELSON, MD  
President

Articles of Amendment (2008)-2410042v1

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