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ACCOUNT NO. : 072100000032

REFERENCE : 476299 4323655

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 35.00

ORDER DATE : July 28, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 476299-005

CUSTOMER NO: 4323655

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CUSTOMER: Randolph J. Wolfe, Esq
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: NEUROLOGICAL SPECIALTIES
NEUROSURGERY, P.A.

EFFECTIVE DATE: JULY 1, 1997

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: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 JUL 28 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/28
Sts
Amend
97 JUL 28 11:24
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
NEUROLOGICAL SPECIALTIES NEUROSURGERY, P.A.

FILED

97 JUL 28 PM 2:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

(These Articles of Amendment are being filed to correct a scrivener's error contained in the Articles of Amendment previously filed effective July 1, 1997, pursuant to which the numbers of authorized voting and non-voting shares were inverted.)

NEUROLOGICAL SPECIALTIES NEUROSURGERY, P.A., a Florida professional service corporation (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to unanimous written action executed by all of the shareholders and all of the Directors of the Corporation, in lieu of a special meeting (which vote was sufficient for approval), the following resolutions were adopted on July 1, 1997, amending the Articles of Incorporation:

"RESOLVED, that effective as of July 1, 1997 the Corporation amend Article III of its Articles of Incorporation to read as hereinafter set forth:

'ARTICLE III
Capital Stock

This Corporation shall be authorized to issue the following shares of stock:

- (a) 400 shares of voting common stock, with a par value of \$.01 per share, which shall be designated "Voting Common Shares"; and
- (b) 10,000 shares of non-voting common stock, with a par value of \$.01 per share, which shall be designated "Non-Voting Common Shares".

The Voting Common Shares and the Non-Voting Common Shares shall have identical entitlements with regard to dividends, liquidation distributions and all other rights and characteristics; provided, however, that the holders of Voting Common Shares shall be entitled to one vote per Voting Common Share and the holders of Non-Voting Common Shares shall have no voting rights relating to the Non-Voting Common Shares. The term "Common Shares" shall be utilized to refer to all shares of authorized common stock, without distinction between the Voting Common Shares and the Non-Voting Common Shares.'

FURTHER RESOLVED, that the shareholders of the Corporation shall remit the Stock Certificates evidencing the currently issued and outstanding shares to the Corporation

for cancellation, and in exchange therefor the Corporation shall issue new Stock Certificates to the shareholders evidencing their ownership of the Common Shares, which Common Shares shall be issued on the basis of one (1) Voting Common Share for each one (1) share of Class A Voting Shares or Class B Voting Shares, and one (1) Non-Voting Common Share for each one (1) share of Class A Non-Voting Shares or Class B Non-Voting Shares, currently issued and outstanding to the shareholders.

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and instructed to take such action as may be necessary to effectuate this resolution, including, but not limited to, executing and filing with the Secretary of State of the State of Florida, Articles of Amendment to Articles of Incorporation to reflect the foregoing resolution."

WHEREUPON, at Tampa, Florida, this 1st day of July, 1997, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

NEUROLOGICAL SPECIALTIES NEUROSURGERY,
P.A., a Florida professional
service corporation

By: 

Jack E. Maniscalco, M.D., President

1160-001-0413970.03