631670

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TALLAHASSEE, FLORIDA

T. Roberts AUG 2 5 2006

BLATT
LEGAL, PLC

August 10, 2006

Secretary of State
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Greene, Jacobson, Baum & Palumbo, M.D., P.A.

Dear Sir/Madam:

Enclosed you will find an original and one copy of Articles of Amendment and Action by Written Consent regarding the amendment of the above corporation. You will also find enclosed this firm's check in the amount of $35.00 representing the filing fee as well as a self addressed stamped envelope which I ask you return to me a file stamped copy.

Thank you for your prompt attention to this matter.

Best regards,

Peter Blatt
PB/sf
Enclosure

600 Village Square Crossing ■ Suite 202 ■ Palm Beach Gardens, Fl. 33410 ■ PHONE: (561) 625-0900 ■ FAX: (561) 625-0940
MOBILE: (561) 308-7605 ■ E-MAIL: PETER@BLATTFG.COM

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
GREENE, JACOBSON & BAUM, M.D., P.A.

The following amendment is hereby adopted by the Board of Directors of this corporation after having been unanimously approved by the shareholders. The document number assigned to this corporation is 631670.

The existing name of the corporation is Greene, Baum & Jacobson, M.D., P.A.

The name of the corporation shall be amended to: Greene, Jacobson, Baum & Palumbo, M.D., P.A.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment as of the date last signed below.

Jonathan Greene, M.D., President

7/18/06

Date

Deborah Baum, M.D., Secretary

7/19/04

Date

This document was prepared by:

Peter Blatt, Esq.
Blatt Financial Group, LLC
600 Village Square Crossing, Suite 202
Palm Beach Gardens, FL 33410
Phone: (561)625-0900

ACTION BY WRITTEN CONSENT
BY THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF GREENE, JACOBSON & BAUM, M.D., P.A.
TAKEN WITHOUT A MEETING

The following actions were taken by Greene, Jacobson & Baum, M.D., P.A. (the "**Corporation**") by unanimous action of the Board of Directors and Shareholders without a meeting and shall be effective as of the date last signed below (the "**Effective Date**"):

1. The Corporation hereby acknowledges the purchase by Ralph Palumbo, M.D. of approximately 4 1/6 shares of common stock of the Corporation from each of the existing Shareholders of the Corporation (Jonathan Greene, M.D., Samuel Jacobson, M.D., and Deborah Baum, M.D.), for a total purchase of 12 ½ shares.

2. The Amendment to the Shareholders' Agreement by and between the Corporation and Jonathan Greene, M.D., Samuel Jacobson, M.D., Deborah Baum, M.D., and Ralph Palumbo, M.D. is hereby ratified and approved.

3. The Amendment to the Employment Agreement of Ralph Palumbo is hereby approved.

4. The Corporation shall change its name from "Greene, Jacobson & Baum, M.D., P.A." to "Greene, Jacobson, Baum & Palumbo, M.D., P.A.", and the officers of the Corporation are authorized to execute an Amendment to the Articles of Incorporation and any and all other documents as shall be necessary to carry out the foregoing resolutions.

5. Jonathan Greene, M.D., Samuel Jacobson, M.D., Deborah Baum, M.D., and Ralph Palumbo, M.D. are elected as the directors of the Corporation.

6. The following are elected as the officers of the Corporation:

President:	Jonathan Greene, M.D.
Vice President:	Samuel Jacobson, M.D.
Secretary:	Ralph Palumbo, M.D.
Treasurer:	Deborah Baum, M.D.

This action is taken as of the Effective Date.

Jonathan Greene, M.D.
7/19/06
Date

Samuel Jacobson, M.D.
7/19/06
Date

Deborah Baum, M.D.
7/19/06
Date

Ralph Palumbo, M.D.
8/1/06
Date