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BASIC AMENDMENT

CARDIOLOGY ASSOCIATES OF PALM BEACH, P.A.

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Amendment

11/19/01

DC

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CARDIOLOGY ASSOCIATES OF PALM BEACH, P.A.**

WHEREAS, the Directors and owners of all the common stock of CARDIOLOGY ASSOCIATES OF PALM BEACH, P.A., a Florida corporation, did unanimously approve at a meeting of the shareholders and directors held on November 16, 2001, subject only to approval thereof by the Secretary of State, State of Florida, amending its Articles of Incorporation in their entirety.

NOW THEREFORE, it is provided that the Articles of Incorporation shall be amended in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is CARDIOLOGY ASSOCIATES OF PALM BEACH, P.A.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing as of the date the Articles were originally filed with the Secretary of State's Office.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in the practice of medicine and conducting any and all lawful business within the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation authorizes the issuance of seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) each.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 1401 Forum Way, West Palm Beach, Florida 33401, and the registered agent of the Corporation at that address is Richard G. Kachel, M.D.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have six (6) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the directors of this Corporation are:

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| <u>Name</u> | <u>Address</u> |
|--------------------------|---------------------------------------------|
| Richard G. Kachel, M.D. | 1401 Forum Way West Palm Beach, FL 33401 |
| Michael E. Ray, M.D. | 1401 Forum Way West Palm Beach, FL 33401 |
| Robert D. Chait, M.D. | 1401 Forum Way West Palm Beach, FL 33401 |
| Norman H. Erenrich, M.D. | 1401 Forum Way West Palm Beach, FL 33401 |
| Gary S. Shifrin, M.D. | 1401 Forum Way West Palm Beach, FL 33401 |
| Diego B. Sadler, M.D. | 1401 Forum Way West Palm Beach, FL 33401 |

ARTICLE VII - OFFICERS

The following named persons shall be officers of this Corporation until their successors are duly elected and qualify:

| <u>Name</u> | <u>Office</u> |
|--------------------------|---------------------|
| Richard G. Kachel, M.D. | President |
| Michael E. Ray, M.D. | Vice President |
| Robert D. Chait, M.D. | Secretary |
| Norman H. Erenrich, M.D. | Treasurer |
| Gary S. Shifrin, M.D. | Assistant Secretary |
| Diego B. Sadler, M.D. | Assistant Treasurer |

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, we, the undersigned President and Secretary, have hereunto set our hands and seals this 16 day of November, 2001.

CARDIOLOGY ASSOCIATES OF PALM BEACH, P.A.

By: Richard G. Kachel
RICHARD G. KACHEL, M.D., President

Attest:

By: Robert D. Chait
ROBERT D. CHAIT, M.D., Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I certify that on this day personally appeared before me, the undersigned authority, RICHARD. G. KACHEL, M.D. and ROBERT D. CHAIT, M.D., the President and Secretary of CARDIOLOGY ASSOCIATES OF PALM BEACH, P.A., to me well known and known to be the individuals described in and who executed the foregoing Amendment to the Articles of Incorporation and to acknowledge the same to be their free act and deed for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State named above this 16 day of November, 2001.

Teresa G. Goodner
Notary Public

{Seal}

My Commission Expires:



Teresa G. Goodner
Commission # DD 000605
Expires March 27, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

TF/DOC00/CARDIOLOGY-Amend Articles Inc