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April 4, 1997

VIA FEDERAL EXPRESS

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

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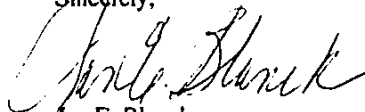
Re: North Dade Medical Foundation, Inc.

Ladies and Gentlemen:

Enclosed are Articles of Amendment, in duplicate, prepared on behalf of North Dade Medical Foundation, Inc. Also enclosed is our check in the amount of \$87.50 in payment of filing fees (\$35.00) and a certified copy (\$52.50). Please return the certified copy of this filing to us in the provided Federal Express envelope.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Angel Armas

cc: Angel Armas, Esq.

MI-40561.01

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH DADE MEDICAL FOUNDATION, INC.

1. The name of the corporation is North Dade Medical Foundation, Inc.
2. The following Articles shall be amended to read in their entirety as follows:

ARTICLE VI
MEMBERSHIP

The Corporation shall have Members, the identity, rights, privileges and responsibilities of which shall be set forth in the Bylaws.

ARTICLE VIII
BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested in the Members of the Corporation.

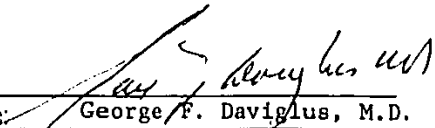
ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation shall be amended only with the approval of the Members of the Corporation.

3. These amendments were validly adopted by the Board of Directors and by the Sole Member of the Corporation on April 3, 1997.
4. The number of votes cast by the Sole Member of the Corporation to amend the Articles of Incorporation was sufficient for approval.

DATED this 3rd of April, 1997.

North Dade Medical Foundation, Inc.

By: 
Name: George F. Daviglus, M.D.
Title: Chairman
Date: April 3, 1997