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NAME: GERALD L. STOKER, M.D., P.A.

AUDIT NUMBER.....H98000009156

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PAGES..... 2

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
GERALD L. STOKER, M.D., P.A.**

Pursuant to Sections 607.1006(1) and 621.13(4) of the Florida Statutes, the Articles of Incorporation of Gerald L. Stoker, M.D., P.A., a Florida professional corporation (the "Corporation") are hereby amended as follows for purposes of converting the corporation from a professional corporation to a general business corporation:

1. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I - NAME

The name of the corporation is: Gerald L. Stoker, M.D., Inc."

2. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE III - PURPOSE

The purposes for which this corporation is formed are: any lawful purposes under Florida law."

3. The foregoing amendments were adopted on May 14, 1998, by the written consent of the sole shareholder of the Corporation in accordance with the provisions of Sections 607.1003(6) and 607.0704 of the Florida Statutes.

4. The sole voting group entitled to consent in writing to these amendments is comprised of the holders of common stock, and the number of votes cast for the amendments by the written consent of that voting group was sufficient for approval by it.

Leslie Wager Hudock, Esq.
Fl. Bar No. 650706
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
(813) 253-2020
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IN WITNESS WHEREOF, the undersigned president of this Corporation has executed these Articles of Amendment on this 14th day of May, 1998.

GERALD L. STOKER, M.D., P.A.,

By: *Gerald L. Stoker M.D.*
Gerald L. Stoker, M.D., President

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