

# F96000004080

HOLLAND & KNIGHT

Requestor's Name  
315 SOUTH CALHOUN STREET

Address  
Tallahassee, Florida 32301

City/State/Zip Phone #  
224-7000

500002102395-1-2  
-03/03/97--01073--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -3 PM 1:54

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Vivra Specialty Partners, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in       Pick up time 3-3-97 3:30       Certified Copy

Mail out       Will wait       Photocopy w/ date filed       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Attn: Susan  
(Amendment Section)  
Todd Stazoy at H&K advised that Susan has already approved this filing.  
Elain Maskevich  
425-5665

Examiner's Initials	
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**AMENDMENT**

To the Secretary of State  
of the State of Florida

FILED  
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DIVISION OF CORPORATIONS

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Pursuant to the provisions of the Florida Business Corporation Act, **Vivra Specialty Partners, Inc.** (the "Corporation"), hereby states the following:

1. On December 19, 1996, the Corporation and Neurology Management, Inc. filed Articles of Merger with the Secretary of State of Florida ("Merger Articles"), where the Corporation became the Surviving Corporation (as defined in the Merger Articles).

2. The Merger Articles contained a scrivener's error, to-wit: paragraph 5 reflected a conversion ratio of 30.928 shares, when in fact the correct conversion rate was 31.588 shares. Accordingly, the Corporation amends paragraph 5 of the Merger Articles by deleting said paragraph and replacing it with the following:

5. Each of the shares of the Company issued and outstanding immediately prior to the Effective Time (other than any shares held in the Company treasury) shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into the right to receive 31.588 shares of common stock, \$.01 par value per share, of Vivra Incorporated ("Vivra Common Stock").

3. The foregoing amendment was adopted by unanimous written consent of the Directors of the Corporation on February 11, 1997. Shareholder approval is not required to effect this amendment.

4. In all other respects the Merger Articles are correct and remain unchanged.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument the 12 day of February, 1997.

**VIVRA SPECIALTY PARTNERS, INC.**

By: Leanne M. Zumwalt  
Name: LEANNE M. ZUMWALT  
Title: Secretary