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to Matters of Federal Tax Law

FILED
90 SEP -4 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 1, 1998

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

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-09/04/98--01105--021
*****35.00 *****35.00

Re: Maria E. Arroyave, P.A.

Dear Sir or Madam:

Enclosed are two (2) original Amendments to Articles of Incorporation for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be marked "Received" and returned to this office in the enclosed self-addressed stamped envelope. Also enclosed is a check in the amount of \$35.00 payable to the Secretary of State to cover your fee for receiving, filing and indexing of the enclosed Amendment to Articles of Incorporation.

Please telephone me if there is any reason why this request cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY

P. Todd Kennedy
P. Todd Kennedy

VS SEP 1 6 1998

Amend & N/c

PTK/msg
Enclosures
arroyave\lrs\amendart.sos

AMENDMENT TO
ARTICLES OF INCORPORATION OF
MARIA E. ARROYAVE, P.A.

FILED
98 SEP -4 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being sole director, for the purpose of changing the operation of the corporation from a Florida Professional Association to a Florida Business Corporation, as provided under the Florida Professional Corporations Act, Florida Statute Section 621.01, et seq., and the Florida Business Corporations Act, Florida Statute Section 607.0101 et seq., does hereby adopt this Amendment to the Articles of Incorporation previously approved by the sole shareholder:

ARTICLE I - NAME

The name of the corporation is changed to MARIA E. ARROYAVE, INC.

ARTICLE III - PURPOSE

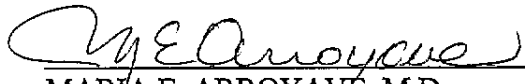
The purposes for which the corporation is organized are as follows:

- a. The corporation may engage in any activity permitted under the laws of the United States of America and the State of Florida.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise either alone or in conjunction with any other person, association or corporation.
- d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment

and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

All original Articles of Incorporation not modified by this Amendment are hereby reaffirmed and restated. The aforementioned modifications to the Articles of Incorporation are adopted effective the date upon which this Amendment to Articles of Incorporation is filed with the Secretary of State. This Amendment to Articles of Incorporation of MARIA E. ARROYAVE, P.A. have been previously approved by all shareholders.

Effective: August 19, 1998


MARIA E. ARROYAVE, M.D.
Sole Director / President