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G32631

December 3, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002704341--2
-12/07/98--01061--015
*****43.75 *****43.75

Re: Cardiovascular Associates, Inc.
Charter No. G32631

Dear Sir or Madam:

Enclosed are the original and one copy of **Articles of Amendment to the Articles of Incorporation** for the above corporation, increasing the authorized shares, together with a check for \$43.75 to cover the \$35.00 filing fee and \$8.75 for a certified copy.

Once the Articles of Amendment have been filed, please return the certified copy to me at the above address.

Thank you for your assistance.

Sincerely,

Linda Smith
Linda Smith, Legal Assistant to
Robert W. Mead, Jr.

Is
Enclosures

cc: Ms. Pamela S. Lorenz
Chris Goussios, C.P.A.

FILED
98 DEC -7 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CARDIOVASCULAR ASSOCIATES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

The Shareholders and Directors of the corporation approved and adopted a resolution amending Article III of the corporation's Articles of Incorporation by a Joint Written Consent of the Shareholders and Directors dated October 27, 1998. The following is a true and correct copy of that resolution:

FURTHER RESOLVED, that Article III of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is two thousand (2,000) shares of common stock having a par value of one dollar (\$1.00) per share.

The effective date of this amendment to the corporation's Articles of Incorporation will be the date these Articles of Amendment are filed with the Secretary of State of the State of Florida.

DATED this 27 day of October, 1998.

CARDIOVASCULAR ASSOCIATES, INC.

By: Johnson P. Massey, M.D.
Johnson P. Massey, M.D., President,
Shareholder and Director

FILED
98 DEC -7 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: 

Patrick F. Mathias, M.D., Secretary, Treasurer,
Shareholder and Director

By: 

Robert L. Barrett, M.D., Vice President,
Shareholder and Director