



J38387

ACCOUNT NO. : 072100000032

REFERENCE : 084773 4352702

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 43.75

ORDER DATE : December 31, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 084773-010

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
Williams Parker Harrison Dietz
200 South Orange Avenue
Sarasota, FL 34236

FILED
98 DEC 31 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ARCACHA & SNYDER, M.D., P.A.

400002727894--0

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Amend

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TALLAHASSEE, FLORIDA
TL

DEC 31 1998

**ARTICLES OF AMENDMENT
OF
ARCACHA & SNYDER, M.D., P.A.**

The Articles of Incorporation of Arcacha & Snyder, M.D., P.A., a Florida professional corporation, shall be and hereby are amended by striking the Articles in their entirety and by substituting in their place the following:

ARTICLE I

Name. The name of the Corporation is:

Ophthalmic Consultants, P.A.

ARTICLE II

Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of medicine, and to make any and all investments and to own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incidental to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of medicine.

ARTICLE III

Principal Office. The principal office of the Corporation is:

1700 South Tuttle Avenue
Suite 3
Sarasota, Florida 34239-0197

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ARTICLE IV

Mailing Address. The mailing address of the Corporation is:

1700 South Tuttle Avenue
Suite 3
Sarasota, Florida 34239-0197

ARTICLE V

Authorized Shares. The Corporation is authorized to issue 500 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

ARTICLE VI

Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Robert K. Snyder, M.D.
1700 South Tuttle Avenue
Suite 3
Sarasota, Florida 34239-0197

ARTICLE VII

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

ARTICLE VIII

Initial Board of Directors. The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

ARTICLE VIII

Incorporator. The name and address of the incorporator of the Corporation is:

Miguel A. Arcacha, Jr., M.D.
1700 South Tuttle Avenue
Suite 3
Sarasota, Florida 34239

ARTICLE X

Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

ARTICLE XI

Duration. The existence of this corporation shall be perpetual.

ARTICLE XII

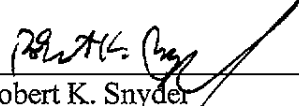
Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XIII

Restriction. No shares of this corporation shall be issued except to an individual who is duly licensed to practice medicine in the State of Florida.

The amendment was approved and adopted by written consent of the shareholder and the director of the corporation on December 31, 1998. The number of votes cast for the amendment by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, Robert K. Snyder, the President of the corporation has executed these Articles of Amendment.



Robert K. Snyder