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07 JUL 25 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend to Art.
of merger

SP

July 24, 2007

VIA FEDERAL EXPRESS

Ms. Susan Payne
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Merger of Atlantic Consulting Associates, Inc., into Aguirre Internal
Medicine Group of the Palm Beaches, Inc.

Dear Ms. Payne:

The above-referenced merger was effective on September 18, 2006, the date on which the Articles and Plan of Merger were filed with the Division of Corporations ("the Division"). On June 26, 2007, I called you to discuss the best way to correct an error we discovered in the Articles and Plan of Merger filed on September 18, 2006. You suggested that the error could be corrected by filing an Amendment to the Articles of Merger, referencing the amended Plan of Merger, together with a filing fee of \$35.00, with the Division. Pursuant to our discussion, enclosed find the following documents, to be filed with the Division:

1. Amendment to the Articles of Merger;
2. Amended Plan of Merger; and
3. Copy of Unanimous Written Consent of the Shareholders and Directors of Aguirre Internal Medicine Group of the Palm Beaches, Inc. authorizing the filing of the Amendment to the Articles and Plan of Merger.

Also enclosed is our check in the amount of \$35.00, in payment of the filing fee for the amendment.

Because the enclosed Amendment to the Articles of Merger is being filed in order to correct a scrivener's error contained in the Articles of Amendment filed on September 18, 2006, and is not a post-filing amendment of the terms of the merger, we have

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Division of Corporations

July 24, 2007

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designated the effective date of the Amendment of the Articles of Merger as September 18, 2006. Please file the documents with a date of filing of September 18, 2006. If you have any questions, please feel free to contact me.

Sincerely,



Anette Yelin, Esq.

AY/mr

Enclosures

Cc: Marc H. Auerbach, Esq.

AMENDMENT
TO THE
ARTICLES OF MERGER
OF

FILED
07 JUL 25 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATLANTIC CONSULTING ASSOCIATES, INC.,
A FLORIDA CORPORATION

INTO

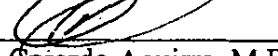
AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.,
A FLORIDA CORPORATION

Pursuant to the provisions of Section 607.1103(8)(c) of the Florida Business Corporation Act (the "Act"), **AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.**, a Florida corporation (the "**Surviving Corporation**"), with the approval of its directors and shareholders, hereby adopts this Amendment to the Articles of Merger merging **ATLANTIC CONSULTING ASSOCIATES, INC.**, a Florida corporation (the "**Merging Corporation**") with and into the Surviving Corporation; which were filed with the Florida Department of State, Division of Corporations, on September 18, 2006:

1. The merger was effective on September 18, 2006 (the "**Effective Date**").
2. In the Amendment to the Plan of Merger, a copy of which is attached hereto, Section 5 has been amended to reflect the original intent of the parties with respect to the conversion of shares of the Merging Corporation into shares of the Surviving Corporation. The Amendment to the Plan of Merger is hereby adopted and approved, and is incorporated into and made a part of this Amendment to the Articles of Merger.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Amendment of the Articles of Merger to be executed by its officers on June 26, 2007, to be effective as of the original date of filing of the Articles of Merger, on September 18, 2006.

**AGUIRRE INTERNAL MEDICINE
GROUP OF THE PALM BEACHES, INC.**

By: 
Name: Gerardo Aguirre, M.D.
Its: President

AMENDMENT
TO THE
PLAN OF MERGER

THIS AMENDMENT TO THE PLAN OF MERGER (the "Plan Amendment") is made and entered into on June 25, 2007, amending Section 5 of the Plan of Merger merging ATLANTIC CONSULTING ASSOCIATES, INC., a Florida corporation (the "Merging Corporation") with and into AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the directors of the Surviving Corporation have determined that it is in the best interest of the Surviving Corporation and its shareholders, and of the former shareholder of the Merging Corporation, to amend Section 5 of the Plan of Merger attached to the Articles of Merger that were filed on September 18, 2006; and

WHEREAS, the Plan Amendment was approved by the directors and the shareholders of the Surviving Corporation and the former directors and shareholder of the Merging Corporation:

NOW, THEREFORE, the Surviving Corporation hereby adopts the following Amendment to the Plan of Merger, as follows:

1. The Plan of Merger is amended by replacing Section 5 thereof in its entirety with the following:

5. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder of the shares of the common stock of the Merging Corporation, all of the shares of the common stock of the Merging Corporation, issued and outstanding immediately prior to the Effective Date, shall be converted into five hundred (500) validly issued, fully paid and non-assessable shares of the common stock of the Surviving Corporation, which five hundred (500) shares shall represent a fifty percent (50%) interest in the Surviving Corporation.

2. The Surviving Corporation shall execute the Amendment of the Articles of Merger attached hereto and file the same with the Florida Department of State.

3. The Plan Amendment is effective as of the date and time of filing of the Plan and Articles of Merger with the Florida Department of State on September 18, 2006.

4. The Plan Amendment set forth above was duly adopted by unanimous written consent of the directors and shareholders of the Surviving Corporation on June 25, 2007. The number of votes cast by the shareholders in favor of adopting the Plan Amendment was sufficient for its approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Plan of Merger on the date first above written.

**AGUIRRE INTERNAL MEDICINE
GROUP OF THE PALM BEACHES, INC.**

By: 

Name: Gerardo Aguirre, M.D.

Title: President

UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS AND DIRECTORS OF
AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.

The undersigned constituting all of the shareholders and directors of Aguirre Internal Medicine Group of the Palm Beaches, Inc., a Florida corporation (the "Company"), do hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Business Corporations Act.

WHEREAS, as part of the merger of Atlantic Consulting Associates, Inc. ("Atlantic") and Aguirre Internal Medicine Group of the Palm Beaches, Inc., Atlantic received a fifty percent (50%) interest in the Company; and

WHEREAS, the Articles of Merger and the Plan of Merger that effectuated the merger between Atlantic and the Company and were filed with the Florida Department of State on September 18, 2006 (the "**Merger Documents**") did not specifically state that the shares in Atlantic would be converted into shares in the Company upon the consummation of the merger, and the undersigned desire to cause to be amended the Merger Documents to specify that upon the effectuation of the merger the shares in Atlantic would be converted into fifty percent (50%) of the shares in the Company:

NOW THEREFORE, BE IT RESOLVED, that the Amendment to the Articles of Merger and the Amendment to the Plan of Merger, copies of which are attached hereto as **Exhibit A**, amending the Merger Documents to specify that the treatment of the shares of Atlantic would be converted to fifty percent (50%) of the shares of the Company upon the effectuation of the merger (the "**Amendments**"), be and hereby are, approved, ratified and confirmed in all respects as acts and deeds of the Company until amended or repealed in accordance with applicable law; and be it

FURTHER RESOLVED, that Gerardo Aguirre, M.D., the President of the Company, is hereby authorized and directed to execute the Amendments and to file the same with the Florida Department of State, Division of Corporations, and to take any further action necessary to carry out the intent of this resolution; and be it

FURTHER RESOLVED, that the proper officers of the Company, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions. Additionally, all acts and doings of the officers and directors of the Company through the date hereof which are in conformity with the intent and purpose of this action shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company; and be it


FURTHER RESOLVED, that an executed copy of this written consent shall be placed in the Company's minute book.

Dated: June 25, 2007

SHAREHOLDERS:

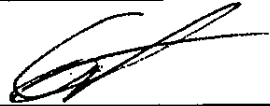


Gerardo Aguirre, M.D.



Barbara Ceuleers

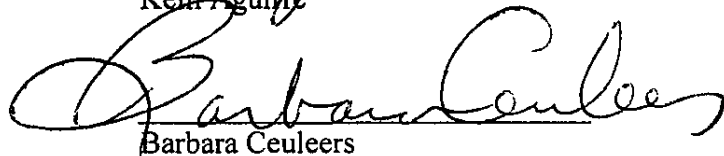
DIRECTORS:



Gerardo Aguirre, M.D.



Kelli Aguirre



Barbara Ceuleers