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OF COUNSEL
NICOLETTI DUFFY
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*ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

February 11, 1998

VIA CERTIFIED/RETURN-RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

98 FEB 13 PM 12:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Filing of Articles of Merger for Orthopaedic Equipment & Management Services, P.A., and Palm Beach Orthopedic Associates, P.A.

Dear Sir/Madam:

Enclosed please find the following for filing regarding the above-referenced matter. 600002434756--9
-02/19/98-01008-020
*****35.00 *****35.00

1. Original and two copies of Articles of Amendment to Articles of Incorporation for Orthopaedic Equipment & Management Services, Inc.;
2. Check in the amount of \$35.00 for the filing of the Articles of Amendment;
3. Original and two copies of Articles of Merger;
4. Original and two copies of Plan of Merger;
5. Filing fee was previously forwarded in my January 25, 1998 correspondence in the amount of \$70.00;
6. Check in the amount of \$52.50 was previously forwarded in my January 25, 1998 correspondence for a certified copy of the Articles and Plan of Merger;
7. Your letter of January 29, 1998 communicating the items that needed to be corrected prior to your acceptance of this package.

I hope you will find all of the enclosed in correct form. Should you have any questions please do not hesitate to contact our office. Thanking you in advance for your forthcoming cooperation.

Very truly yours,

Marc Goldstein gave authorization to add purpose of the P.A. 2/16 JB

LAW OFFICES OF MARC R. GOLDSTEIN


MARC R. GOLDSTEIN, ESQUIRE

CORAPNC
N/c

MRG:dcam
Enclosures: (as stated)

VS FEB 17 1998

FILED
98 FEB 13 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ORTHOPAEDIC EQUIPMENT & MANAGEMENT

SERVICES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 1 of the Articles of Incorporation of Orthopaedic Equipment & Management Services, Inc., is hereby amended to reflect a name change of that corporation to Orthopaedic Equipment & Management Services, P.A.

The reason for the name change is to permit the merger of Orthopaedic Equipment & Management Services, P.A., into Palm Beach Orthopaedic Associates, P.A., the surviving entity.

The purpose of the P.A. is to engage in reviewing proposals for the purchase of orthopaedic equipment.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

THIRD: The date of each amendment's adoption: February 4, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 4 day of February, 19 98

Signature *Bruce M. Fishbane*
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BRUCE M. FISHBANE, M.D.

Typed or printed name

President / Director
Title