

Division of Corporations

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**K 36338**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT****SUSAN R. BAKER, PH.D., M.D., P.A.**

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AMENDMENT 1  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SUSAN R. BAKER, PH.D., M.D., P.A.

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Pursuant to the provisions of Section 621.13 of the Professional Service Corporation and Limited Liability Company Act and Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Susan R. Baker, Ph.D., M.D., P.A., a Florida professional service corporation (the "Corporation"), are hereby amended as follows:

1. The preamble shall be deleted in its entirety and amended to read as follows:

"The undersigned corporation hereby presents these Articles of Amendment for the purpose of removing this corporation from the provisions of Chapter 621, Florida Statutes (also known as the Florida Professional Service Corporation and Limited Liability Company Act) and hereafter subjecting the Corporation only to the provisions of Chapter 607, Florida Statutes (also known as the Florida Business Corporation Act) and the other laws of the State of Florida."

2. Article I shall be deleted in its entirety and amended to read as follows:

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"ARTICLE I  
NAME

The name of this corporation is SUSAN R. BAKER, INC."

3. Article II shall be deleted in its entirety and amended to read as follows:

"ARTICLE II  
PURPOSE AND POWER

The purpose of this corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida."

4. Article III shall be deleted in its entirety and amended to read as follows:

"ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share."

5. Article IV shall be deleted in its entirety.

6. Article VI shall be deleted in its entirety and amended to read as follows:

"ARTICLE IV  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1430 West 21<sup>st</sup> Street, Miami Beach, Florida, 33140. The Board of Directors may, from time to time, move the principal office to any other address in Florida."

7. Article VII shall be deleted in its entirety.

8. Article VIII shall be deleted in its entirety.

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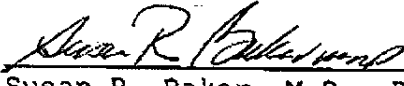
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9. Article IX shall be deleted in its entirety.
10. Article X shall be deleted in its entirety.
11. Article XI shall be deleted in its entirety.
12. Article XII shall be deleted in its entirety.
13. Article XIII shall be deleted in its entirety.
14. Article XIV shall be deleted in its entirety.

15. Notwithstanding anything herein to the contrary, nothing contained herein shall have any effect on, or limit or impair in any manner, the continued existence of this corporation.

16. The undersigned, hereby certifies that the foregoing amendments to the Articles of Incorporation of the corporation were duly adopted and approved by the sole director of the corporation and the sole shareholder of the corporation by joint written consent in lieu of a meeting as of October 23, 1998. In each case, the number of votes cast was sufficient for approval.

SUSAN R. BAKER, Ph.D., M.D., P.A.

By:   
Name: Susan R. Baker, M.D., Ph.D.  
Title: President

10-23-98  
Date

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