

K98442

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December 24, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Marion Medical Associates, P.A.
Document No. K98442

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Marion Medical Associates, P.A., and a check made payable to the Secretary of State in the amount of fifty-two dollars and fifty cents (\$52.50) in payment of:

1.	The filing fee for the Articles of Amendment	\$35.00
2.	One (1) certified copy of the Articles of Amendment	8.75
3.	A Certificate of Status	<u>8.75</u>
		\$52.50

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After filing please send us the certified copy of the Articles of Amendment and the Certificate of Status in the enclosed addressed stamped return envelope.

FILED
98 DEC 28 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Please do not hesitate to contact me should you have any questions.

Sincerely yours,

BROAD AND CASSEL


JUDITH BERNERO
Paralegal

JB:
Enclosures

cc: Steve L. Waserstein, Esq.
Lu-Ann Dominguez, Esq.

BROAD AND CASSEL

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARION MEDICAL ASSOCIATES, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Section 1 of the Articles of Incorporation of Marion Medical Associates, P.A. ("Corporation") is hereby deleted in its entirety and replaced with the following:

SECTION 1

1. The name of the Corporation shall be Marion Medical Associates, Inc.
2. Section 2 of the Articles of Incorporation of Corporation is hereby deleted in its entirety and replaced with the following:

SECTION 2

2. The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.
3. Section 3 of the Articles of Incorporation Corporation is hereby deleted in its entirety and replaced with the following:

SECTION 3

3. The maximum number of shares of stock that Corporation is authorized to have outstanding at one time is 10,000 shares of voting common stock having \$.01 par value per share and 50,000 shares of non-voting common stock having \$.01 par value per share. The holder of voting common stock and non-voting

common stock shall have identical preferences, limitations and rights except with respect to voting rights. A holder of voting common stock shall be entitled to one (1) vote for each share of voting common stock. A holder of non-voting common stock shall have no voting rights.

4. Section 6 of the Articles of Incorporation of Corporation is hereby deleted in its entirety.

5. Section 8 of the Articles of Incorporation of Corporation is hereby deleted in its entirety.

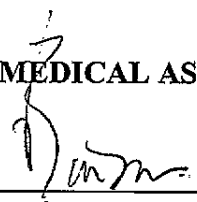
6. There is only one class of stock, common stock, issued and outstanding, and all owners of such stock are entitled to vote.

7. The foregoing Amendment was adopted by the shareholders, representing 100% of the total issued and outstanding stock of the Corporation entitled to vote, on the 18th day of December, 1998. The number of shares voting in favor of the foregoing amendment was sufficient for approval.

8. All of the Corporation's stock certificates will be cancelled and replaced with new stock certificates reflecting the above amendment.

The undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 18th day of December, 1998.

MARION MEDICAL ASSOCIATES, P.A.

By: 
Ram Vasudevan, M.D., President