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February 8, 1999

**VIA FEDERAL EXPRESS**

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

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-02/09/99--01103--005

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Marion Medical Associates, Inc.  
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, Inc., 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<br>the Articles of Amendment        | \$35.00        |
| 2. | One (1) certified copy<br>of the Articles of Amendment | 8.75           |
| 3. | A Certificate of Status                                | <u>8.75</u>    |
|    |  | <u>\$52.50</u> |

FILED  
99 FEB -9 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

*Amend. & N/C*

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

Sincerely yours,

BROAD AND CASSEL

A handwritten signature in cursive script that reads "Judith Bernero".

JUDITH BERNERO  
Paralegal

JB:  
Enclosures

cc: Steve L. Waserstein, Esq.

BROAD AND CASSEL

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

**MARION MEDICAL ASSOCIATES, INC.**

FILED  
99 FEB -9 AM 10: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**SECTION 1**

The name of the Corporation shall be Marion Medical Associates, P.A.

2. Section 2 of the Articles of Incorporation of Corporation is hereby deleted in its entirety and replaced with the following:

**SECTION 2**

Corporation shall engage in the business of carrying on a practice of medicine and rendering professional medical services; provided, however, the Corporation may also invest its fund in real estate, mortgages, stocks, bonds or any other type of investments and may own real or personal property necessary for the rendering of such professional services.

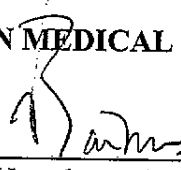
3. There is only one class of stock, common stock, issued and outstanding, and all owners of such stock are entitled to vote.

4. 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 29<sup>th</sup> day of January, 1999. The number of shares voting in favor of the foregoing amendment was sufficient for approval.

5. 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 29<sup>th</sup> day of January, 1999.

**MARION MEDICAL ASSOCIATES, P.A.**

By: ✓   
\_\_\_\_\_  
Ram Vasudevan, M.D., President