

**BERGER & DAVIS, P.A.**  
ATTORNEYS AT LAW

M15536

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FEB - 6 PM 3:31  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

January 31, 1996

Secretary of States Office  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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-02/06/97-01097-001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: S.M. HABAL, M.D., P.A.

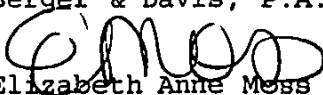
Dear Judy:

Attached are articles of incorporation for filing. Please have the articles filed and provide my runner with certified copies of the filing.

Please call me when the copies are complete and also if you have any questions, please contact me at 561-3010. Thank you for your assistance in this matter.

Yours truly,

Berger & Davis, P.A.

  
Elizabeth Anne Moss  
Legal Administrator

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FEB - 6 AM 11:52  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

EAM:sm

N. HENDRICKS FEB - 6 1997

*Amend*

ARTICLES OF AMENDMENT  
OF  
S. M. HABAL, M.D., P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is S. M. HABAL, M.D., P.A.
2. Article IV, "AUTHORIZED SHARES," of the Articles of Incorporation of the Corporation is hereby amended, effective February 1, 1997, to read as follows:

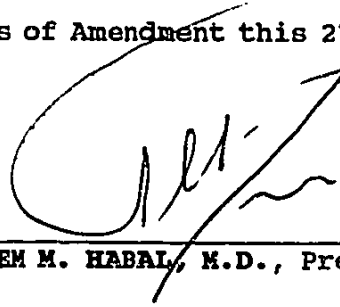
"ARTICLE IV, 'AUTHORIZED SHARES'

The authorized capital stock of the Corporation shall be 1,000 shares of Class A voting common stock having a par value of \$.01 per share ("Class A Stock") and 1,000 shares of Class B non-voting common stock having a par value of \$.01 per share ("Class B Stock"). The Class A Stock and the Class B stock shall confer identical rights except for voting rights."

3. The foregoing amendments were adopted by all of the Directors and Shareholders of the Corporation eligible to vote by a Written Consent signed by them on January 27, 1997, manifesting their intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

4. There is only one voting group entitled to vote on the foregoing amendment. The number of votes cast for said amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 27th day of January, 1997.

A handwritten signature in dark ink, appearing to read 'S. Habal', is written over a horizontal line.

SALEM M. HABAL, M.D., President