

Division of Corporations

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**MATERNAL FETAL MEDICINE OF SOUTHWEST FLORIDA, P.A.**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MATERNAL FETAL MEDICINE OF SOUTHWEST FLORIDA, P.A.**

Document Number: P00000049651

Pursuant to the authority of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, the undersigned hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**Article I  
Name of the Corporation**

The name of the corporation is Maternal Fetal Medicine of Southwest Florida, P.A. (the "Corporation").

**Article II  
Amendment to Shares**

Article V of the Articles of Incorporation shall be amended to read in its entirety as follows:

**"ARTICLE V  
Shares**

*The Corporation shall have the authority to issue Twenty Thousand (20,000) Shares of Common Stock, One Dollar (\$1.00) par value per share. Such authorized Common Stock shall be divided into two classes designated as Class A Common Stock and Class B Common Stock, with Class A Common Stock consisting of Ten Thousand (10,000) shares and Class B Common Stock consisting of Ten Thousand (10,000) shares. The relative rights, privileges, and limitations of the Class A Shares and Class B Shares, including distribution and liquidation rights, shall be in all respects identical, share for share, except that the holders of Class A Common Stock shall have the voting rights described in the Corporation's Bylaws and the holders of Class B Common Stock shall not have voting rights except as otherwise provided by applicable Florida law."*

**Article III  
Adoption of Amendments**

The foregoing amendment to the Articles of Incorporation of the Corporation was duly adopted and approved by the shareholders and directors of the Corporation on September 29, 2008. The number of votes cast for the amendment by the shareholders and directors of the Corporation were sufficient for approval of such amendment.

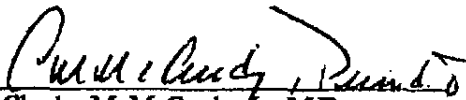
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**IN WITNESS WHEREOF**, the undersigned has caused these Articles of Amendment to be executed by its duly authorized officer as of this 29<sup>th</sup> day of September, 2008.

**MATERNAL FETAL MEDICINE OF  
SOUTHWEST FLORIDA, P.A.**, a Florida  
professional service corporation

By:   
Charles M. McCurdy, Jr., M.D.,  
President

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