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January 23, 2001

KIRK FRIEDLAND

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Endovascular Specialists, Inc.

Dear Madam or Sir:

I have enclosed the original and a copy of the Certificate of Amendment and Restatement of the Articles of Incorporation of Endovascular Specialists, Inc. and the Amended and Restated Articles of Incorporation of Endovascular Articles of Incorporation of Endovascular Specialist, Professional Association along with our check in the amount of \$43.50 made payable to the Secretary of State. Please forward a certified copy of the Certificate of Amendment.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to call me.

Amend, Restate + NK
1-30-01
PRS

Sincerely yours,


Julie Romani
Secretary to Kirk Friedland

Enclosure

FILED
01 JAN 25 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION OF
ENDOVASCULAR SPECIALISTS, INC.

FILED

01 JAN 25 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify pursuant to F.S. 607.1007 that the Amended and Restated Articles of Incorporation changing the name of the Corporation to Endovascular Specialists, Professional Association and amending other matters as set forth therein were adopted unanimously by the Directors and Shareholders on January 17, 2001.

In the presence of:

x [Signature]

Witness

[Signature]

Witness

x [Signature]

Witness

[Signature]

Witness

x [Signature]

Witness

[Signature]

Witness

x [Signature]

Witness

[Signature]

Witness

[Signature]

Witness

[Signature]

Howard Butler, M.D., Director and
Shareholder

[Signature]

Damien Joy, M.D., Director and Shareholder

[Signature]

Robert Scoma, M.D., Director and
Shareholder

[Signature]

Jack Zeltzer, M.D., Director and
Shareholder

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Certificate of Amendment and Restatement of the Articles of Incorporation of Endovascular Specialists, Inc. was acknowledged before me this 17th day of January, 2001, by Howard Butler, M.D., who is personally known to me or who produced as identification.

Kirk Friedland

Notary Public:
Commission No:
My commission expires:

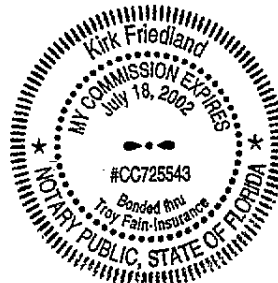


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Certificate of Amendment and Restatement of the Articles of Incorporation of Endovascular Specialists, Inc. was acknowledged before me this 17 day of January, 2001, by Damien Joy, M.D., who is personally known to me or who produced as identification.

Kirk Friedland

Notary Public:
Commission No:
My commission expires:

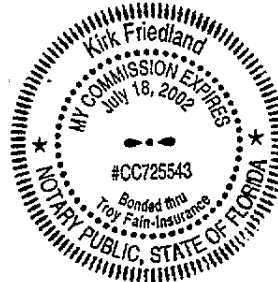


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Certificate of Amendment and Restatement of the Articles of Incorporation of Endovascular Specialists, Inc. was acknowledged before me this 17 day of January, 2001, by Robert Scoma, M.D., who is personally known to me or who produced as identification.

Kirk Friedland

Notary Public:
Commission No:
My commission expires:

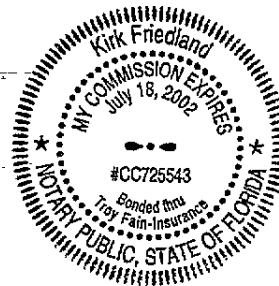


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Certificate of Amendment and Restatement of the Articles of Incorporation of Endovascular Specialists, Inc. was acknowledged before me this 17 day of January, 2001, by Jack Zeltzer, M.D., who is personally known to me or who produced as identification.



Notary Public:
Commission No:
My commission expires:



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

Endovascular Specialists, Inc.

The subscribers to these amended and restated articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Endovascular Specialists, Professional Association.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: Department of Radiology, 5301 South Congress Avenue, Atlantis, Florida 33462.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock each having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the registered office of this professional service corporation is 501 South Flagler Drive, Suite 505, West Palm Beach, Florida 33401. The name of the registered agent at that address is Kirk Friedland, Esq.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The board of directors shall consist of 5 members. The names and addresses of the members of the first board of directors are:

Howard Butler, M.D.
JFK Medical Center
5301 South Congress Avenue
Atlantis, Florida 33462

Jack Zeltzer, M.D.
4645 South Congress Avenue, Suite 100
Lake Worth, Florida 33461

Damien Joy, M.D.
4915 South Congress Avenue, Suite C
Lake Worth, Florida 33461

Robert Scoma, M.D.
1411 North Flagler Highway, Suite 8300
West Palm Beach, Florida 33401

ARTICLE VIII. SUBSCRIBER(S)

The names and addresses of the persons adopting these amended and restated articles of incorporation as subscribers are:

Howard Butler, M.D.
JFK Medical Center
5301 South Congress Avenue
Atlantis, Florida 33462

Jack Zeltzer, M.D.
4645 South Congress Avenue, Suite 100
Lake Worth, Florida 33461

Damien Joy, M.D.
4915 South Congress Avenue, Suite C
Lake Worth, Florida 33461

Robert Scoma, M.D.
1411 North Flagler Highway, Suite 8300
West Palm Beach, Florida 33401

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional

service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ASSIGNMENT OF INCORPORATOR'S RIGHTS
IN AND TO ENDOVASCULAR SPECIALISTS, INC.

Kirk Friedland hereby assigns to Howard Butler, M. D., all rights in and to Endovascular Specialists, Inc.

A handwritten signature in black ink, appearing to read "Kirk Friedland", written over a horizontal line.

Kirk Friedland, Incorporator