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DIVISION OF CORPORATIONS

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**BASIC AMENDMENT**

**WEST BOCA FAMILY MEDICAL ASSOCIATES, P.A.**

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AMEND  
KRB-29  
5/29/02  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WEST BOCA FAMILY MEDICAL ASSOCIATES, P.A.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, WEST BOCA FAMILY MEDICAL ASSOCIATES, P.A., a Florida professional service corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Existing Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the following:

**"ARTICLE III. PURPOSE"**

The Corporation is organized for the purposes of engaging in the practice of medicine in the State of Florida pursuant to Chapter 621, Professional Service Corporation and Limited Liability Company Act. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Business Corporation Act."

**SECOND:** Existing Article IV of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the following:

**"ARTICLE IV. CAPITAL STOCK"**

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Shares of the Corporation's capital stock shall only be issued to physicians in good standing and duly licensed or otherwise legally authorized to render the same professional services as the Corporation."

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**THIRD:** Article X of the Corporation's Articles of Incorporation is hereby deleted in its entirety.

**FOURTH:** The foregoing amendments were adopted on May 28, 2002.

**FIFTH:** The foregoing amendments were approved by a majority of the stockholders of the Corporation. The number of votes cast for the amendments were sufficient for approval. There were no voting groups entitled to vote separately on the amendments.

IN WITNESS WHEREOF, WEST BOCA FAMILY MEDICAL ASSOCIATES, P.A., a Florida professional service corporation, has caused these Articles of Amendment to be signed by its President this 21 day of May, 2002.

WEST BOCA FAMILY MEDICAL  
ASSOCIATES, P.A., a Florida professional  
service corporation

By:   
Paul C. Diamond, President

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