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BASIC AMENDMENT

RUSSELL T. BAIN, M.D., P.A.

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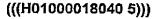
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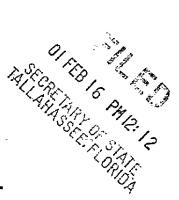
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF RUSSELL T. BAIN, M.D., P.A.



Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, RUSSELL T. BAIN, M.D., P.A., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is RUSSELL T. BAIN, M.D., P.A. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on December 29, 2000, effective January 1, 2001.

ARTICLE II AMENDMENT

The Articles of Incorporation of this Corporation are amended for the purposes of changing the name of the Corporation and such change shall be effectuated by substituting Article I of the Articles of Incorporation to read as follows:

"ARTICLE I NAME

The name of the corporation is BABIES AND BEYOND, P.A."

ARTICLE III DATE OF ADOPTION

The amendment was adopted on the 15th day of February, 2001.

ARTICLE IV Manner of Adoption

The amendment was duly approved by the joint written consent of the sole shareholder and sole director of the Corporation.

[SIGNATURE PAGE NEXT]

Prepared and filed by: William Kalish, Esq. Kalish & Ward, P.A.

101 E. Kennedy Bivd., Ste. 4100

Tampa, FL 33602 Tei No.: (813) 222-8700 Fax No: (813) 222-8701 Florida Bar No. 216712

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF RUSSELL T. BAIN, M.D., P.A. PAGE 2

SIGNATURE PAGE

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment to the Articles of Incorporation of the Corporation for the uses and purposes therein stated.

Dated this / day of February, 2001.

RUSSELLT. BAIN, M.D., P.A

RUSSELL T. BAIN, M.D., President

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