

P01000044935

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 26 AM 9:04

November 19, 2001

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Re: Stephen M. Brooks, M.D., Inc.
Effective Date: P01000044935

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Amendment to the Articles of Incorporation of the above referenced corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Yours very truly,

Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Stephen M. Brooks, M.D., President

Amend & N/c

V SHEPARD DEC 3 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STEPHEN M. BROOKS, M.D., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STEPHEN M. BROOKS, M.D., INC., a corporation organized and existing under the laws of the State of Florida, under certificate number P01000044935, filed in the office of the Secretary of State on April 30, 2001, hereby certifies as follows:

1. By joint written action dated the 16th day of November, 2001, the Board of Directors and Shareholders of the corporation adopted the following resolutions:

RESOLVED, that the Articles of Incorporation of STEPHEN M. BROOKS, M.D., INC. be amended so as to change the name of the Corporation to S. M. BROOKS, M.D., P.A.;

RESOLVED, that Article I of the Articles of Incorporation shall be amended as follows:

"The name of this corporation shall be
S. M. BROOKS, M.D., P.A."

FURTHER RESOLVED, that the Certificate of Incorporation of STEPHEN M. BROOKS, M.D., INC., be amended so as to change the general nature of the business to that of a professional services corporation, and that Article III shall be amended to read:

"ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended."

FURTHER RESOLVED, that a new Article X shall be added as follows:

"ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares."

2. These Articles of Amendment were approved by all of the directors of the corporation and by all of the shareholders by said joint written action.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 16th day of November, 2001.

STEPHEN M. BROOKS, M.D., INC.

By:

Stephen M Brooks, MD
President

Stephen M. Brooks, M.D.

Attest:

Stephen M Brooks, MD
Secretary

(CORPORATE SEAL)