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September 24, 2001

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32304

500004611965--2
-09/26/01--01044--013
*****35.00 *****35.00

Re: Waterside Ambulatory Surgical Center, Inc.
Palm Beach Endoscopy Center, Inc.

Dear Sir or Madam:

Enclosed for filing please find Certificate of Amendments to the Articles of Incorporation for each of the two above-referenced corporations, together with our firm's two checks in the amount of \$35.00 to cover the filing fees.

Please file the name change of Waterside Ambulatory Surgical Center, Inc. first, so that name is then available for the change from "Palm Beach Endoscopy Center, Inc." to "Waterside Ambulatory Surgical Center, Inc."

If you have any questions, please call me.

Sincerely,

M. Timothy Hanlon

MTH/cmc
Enclosures

FILED
01 SEP 26 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C & Amend

T BROWN OCT - 2 2001

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WATERSIDE AMBULATORY SURGICAL CENTER, INC.

FILED
01 SEP 26 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Waterside Ambulatory Surgical Center, Inc., a corporation organized and existing under and by virtue of the laws of the State of Florida, does hereby certify that all of the shareholders of said corporation, by unanimous written action in lieu of a meeting duly adopted the following Amendment to its Articles of Incorporation effective the ___ day of Sept. 19, 2001.

1. Article I - Name of the Articles of Incorporation is amended to read in its entirety as follows:

The name of this corporation is Palm Beach Outpatient Center, Inc.

2. The principal address is: 2015 N. Flagler Drive, West Palm Beach, Florida 33407.

3. The Amendment effected herein was authorized by the shareholders entitled to vote thereon pursuant to the laws of the State of Florida by written action in lieu of a meeting.

4. This Amendment is effective Sept 19, 2001.

IN WITNESS WHEREOF, Waterside Ambulatory Surgical Center, Inc., through its duly authorized officers, has executed this Articles of Amendment this 19 day of September, 2001.

WATERSIDE AMBULATORY SURGICAL
CENTER, INC.

(CORPORATE SEAL)

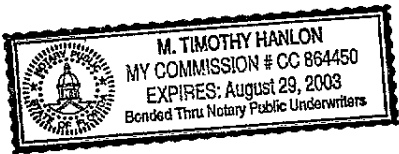
By: SA Krumholz
STEVEN Krumholz, as President

ATTEST:

SA Krumholz
STEVEN Krumholz, Secretary

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of _____, 2001, by Steven Krumholz, as President, and Steven Krumholz, as Secretary, of Waterside Ambulatory Surgical Center, Inc., on behalf of said corporation. He is personally known to me or has produced _____ as identification.



M. Timothy Hanlon
Notary Public

Notary Public Printed
My Commission Number:
My Commission Expires: