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**INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.**

Certificate of Status	0
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Amend  
① 1.15.08

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.**

\* \* \* \* \*

Pursuant to Chapter 607 of the Business Corporation Act of the State of Florida, the undersigned, being the Vice President of Institute For Medical Education & Research, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P02000059349 does hereby certify:

**FIRST:** That pursuant to unanimous written consent of the Sole Director and Shareholder of the Corporation dated January 14, 2008, the Sole Director and Shareholder approved the Amendment to the Corporation's Articles of Incorporation as follows:

**ARTICLES IV, VI, VIII and IX** of the Corporation's Articles of Incorporation shall be deleted in their entirety and replaced with the following:

**ARTICLE IV**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1000) shares of common stock, par value \$0.01 per share.

**ARTICLE VI**

The name and address of the Corporation's registered agent in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

**ARTICLE VIII**

The members of the Corporation's Board of Directors shall be as elected from time to time by resolution of the Board of Directors.

**ARTICLE IX**

The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the corporation or any predecessor of the corporation or serves or served any other enterprise as a director, officer or employee at the request of the corporation or any predecessor of the corporation.

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To the fullest extent permitted by the Business Corporation Act of the State of Florida as the same now exists or may hereafter be amended in a manner more favorable to directors, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

**SECOND:** The foregoing amendment was adopted by the Sole Director and the Sole Shareholder of the Corporation pursuant to a Unanimous Written Consent of the Sole Director and Shareholder of the Corporation dated January 14, 2008, acting by Written consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.


**IN WITNESS WHEREOF**, the undersigned, being the president of this Corporation, has executed these Articles of Amendment as of January 14, 2008.

INSTITUTE FOR MEDICAL EDUCATION &  
RESEARCH, INC.

  
By: John B. Mariano, Jr.  
Title: Vice President

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified of this change.

Corporation Service Company



Amanda Roath  
As its agent

01.15.08  
DATE