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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VICTOR MATTHEWS, M.D., P.A.**

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FIRST: The Articles of Incorporation were filed on the 6th day of August, 2008 and assigned document number P08000073922.

SECOND: That the Preamble of the Articles of Incorporation of VICTOR MATTHEWS, M.D., P.A. is hereby amended and restated to read as follows:

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself in the formation of a corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 607, Florida Statutes:

THIRD: That Article I of the Articles of Incorporation of VICTOR MATTHEWS, M.D., P.A. is hereby amended and restated to read as follows:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be VICTOR MATTHEWS, M.D., INC. The Corporation shall have perpetual existence.

FOURTH: That Article IV of the Articles of Incorporation of VICTOR MATTHEWS, M.D., P.A. is hereby amended and restated to read as follows:

ARTICLE IV
SHAREHOLDER RESTRICTIONS

No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock.

FIFTH: This amendment was adopted by unanimous action by the Board of Directors and Shareholders.

SIXTH: This amendment shall be effective immediately upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, President of this corporation have executed these Articles of Amendment on the 16th day of October, 2008.


Victor Matthews, M.D., President

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