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**FIRST AMENDMENT TO THE
TO THE
ARTICLES OF INCORPORATION
OF
CENTER FOR ENDOCRINE DISEASES & ENDOCRINE TUMORS, INC.**

The following provisions of the Articles of Incorporation of CENTER FOR ENDOCRINE DISEASES & ENDOCRINE TUMORS, INC., a Florida corporation ("Corporation"), filed with the Department of State on September 13, 2010, Charter Number P10000074705, be, and they are hereby, amended as shown below:

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

ARTICLE I - NAME

The name of this Corporation is:

CENTER FOR ENDOCRINE DISEASES & ENDOCRINE TUMORS, P.A.

2. Article III of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in the practice of medicine; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the 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 the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

From the office of:
Timothy E. Monaghan, Esq. (Florida Bar #699871)
Strawn, Monaghan & Metzger, P.A.
64 Northeast Fourth Avenue
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3. Article IV of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

Article IV - Capital Stock

A. The maximum number of shares that the Corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

4. A new Article IX shall be added to the Articles of Incorporation of this Corporation, as follows:

ARTICLE IX
RESTRAINT OF ISSUANCE AND ALIENATION OF SHARES

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice medicine in the State of Florida.

B. No shareholder of the Corporation may sell or transfer her/his share of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the 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. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

5. A new Article X shall be added to the Articles of Incorporation of this Corporation, as follows:

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, including its name, in the

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manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

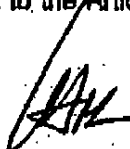
6. A new Article XI shall be added to the Articles of Incorporation of this Corporation, as follows:

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of her/his duties on behalf of the Corporation.

The foregoing amendment was adopted by the Incorporator without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, has executed this First Amendment to the Articles of Incorporation as of September 21, 2010.



Michael Karl, M.D., Incorporator

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September 14, 2010

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