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BOARD CERTIFIED
TAX LAWYER

December 11, 1997

FEDERAL EXPRESS

PERSONAL & CONFIDENTIAL

Ms. Annette Hogan
Division of Corporations - Amendments
409 E. Gaines Street
Tallahassee, FL 32399

TELEPHONE (904) 296-0037
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 12 PM 2:04

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*****70.00 *****35.00

RE: Conversions of Jacksonville Therapy Center, Inc. and Stress Medicine, Inc. into P.A.s and Merger into David W. Cheshire, M.D., P.A.

Dear Ms. Hogan:

EFFECTIVE DATE
12/31/97

I have directed the enclosed documents to you personally because of the special filing requirements noted in this letter. In an earlier telephone conversation concerning this matter you indicated that you would be happy to assist in making certain that the special filing requirements were met.

The set of documents related to Jacksonville Therapy Center, Inc. and Stress Medicine, Inc. attached to the enclosed transmittal letter marked as the "First Filing Documents" involve the conversion of two regular corporations to professional service corporations effective as of December 31, 1997. The merger document attached to the transmittal letter marked as the "Second Filing Document" is the document merging the two newly converted P.A.s into David W. Cheshire, M.D., P.A., an existing P.A. and changing its corporate name effective January 1, 1998. It is, therefore, important that the "First Filing Documents" be filed prior to the "Second Filing Document."

Your cooperation in this matter is appreciated. If you have any questions, please give me a call.

Sincerely,

CORAPAMDNC

Fred H. Steffey
C. TAX
FILING 35
R. ADJUST FEC
Q. C. V
TOTAL 35
N. AMOUNT
BALANCE DUE
REFUND

Name
Availability 12/15/97
Document
Exhibit
FHS: pab
DAWPA/ALTR/HOGAN, L.C.
Enclosures
cc: Dr. David W. Cheshire (w/o encl)
Acknowledgement
W.P. Verifier

EFFECTIVE DATE 12/31/97 D:\WP7\CORPORAT\JAXTH91.AMD.wpl

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF JACKSONVILLE THERAPY CENTER, INC.
CHANGING NAME TO JACKSONVILLE THERAPY CENTER, P.A.
AND CHANGING CORPORATE PURPOSES**

By written consent of the sole director and shareholder of JACKSONVILLE THERAPY CENTER, INC. (the "Corporation"), pursuant to F.S. §607.0821 and §607.0704, which unanimous director and shareholder consent is sufficient for the approval and adoption of an amendment to the Articles of Incorporation of the Corporation, the following amendments were approved and adopted on December 4th, 1997, effective as of December 31, 1997, or, if later, the date of the filing of this amendment with the Secretary of State of Florida:

1. Article I is amended in whole to read as follows:

**Article I
Name**

The name of the Corporation shall be **JACKSONVILLE THERAPY CENTER, P.A.**

2. Article III is amended in whole to read as follows:

**Article III
Purposes**

The purposes of this corporation are to engage in the practice of medicine in the State of Florida, including particularly the practice of the specialty of psychiatry, and to perform related therapy services in the manner and to the extent provided in Chapter 621 of the Florida Statutes relating to professional service corporations.

IN WITNESS WHEREOF, this Amendment has been executed on behalf of the corporation by its President and Secretary the 4th day of December, 1997.

JACKSONVILLE THERAPY CENTER, INC.

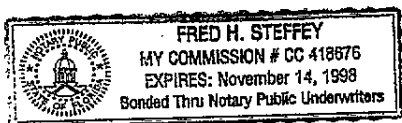
By: [Signature]
DAVID W. CHESHIRE, M.D., President

By: [Signature]
DAVID W. CHESHIRE, M.D., Secretary

STATE OF FLORIDA)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **DAVID W. CHESHIRE, M.D.** (Known to me X or Ident. No.: _____) and who executed the foregoing document, and he acknowledged before me that he executed the same as the President and Secretary of Jacksonville Therapy Center, Inc. for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of December, 1997.



[Signature]
NOTARY PUBLIC, State of Florida
Print Name: FRED H. STEFFEY
My Commission Expires: 11-14-98

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97 DEC 12 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA