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BASIC AMENDMENT

ORTHOPAEDIC AND SPINAL ASSOCIATES OF SOUTH FLORIDA,

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ORTHOPAEDIC AND SPINAL ASSOCIATES OF SOUTH FLORIDA, P.A.

The undersigned, Dan S. Cohen, M.D., as President of Orthopaedic and Spinal Associates of South Florida, P.A., a Florida professional association (the "Corporation"), does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Articles of Incorporation of the Corporation (the "Articles"), are hereby amended as follows:

- 1 The name of the Corporation is of Orthopaedic and Spinal Associates of South Florida, P.A.
2. Article IV of the Articles of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE IV

The aggregate number of shares which this Corporation shall have the authority to issue is Five Hundred (500) shares of voting common stock, \$.01 par value per share (the "Class A Common Stock") and Five Hundred (500) shares of non-voting common stock, \$.01 par value per share (the "Class B Common Stock").

The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to: (i) distributions from the Corporation, (ii) the liquidation of the Corporation, and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation. Furthermore, the Class B Common Stock shall automatically convert to Class A Common Stock on the second (2nd) anniversary of the date on which the Class B Common Stock is issued.

3. Each share of the issued and outstanding common stock of the Corporation in existence immediately prior to the foregoing amendment shall be reclassified into one one-half (1/2) fractional share of Class A Common Stock and one one-half (1/2) fractional share of Class B Common Stock, without any action on the part of the holders thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit "A."
4. The foregoing amendment of the Articles of the Corporation has been duly and unanimously authorized, adopted and directed by the Board of Directors and all of the shareholders of the Corporation by Unanimous Written Consent thereto dated as of April 13, 2001. All other provisions of the Articles of the Corporation shall remain in full force and effect without any modification thereof.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand in his capacity as
aforestated on this 13th day of April 2001, on behalf of the Corporation.

Dan S. Cohen, M.D. President
Dan S. Cohen, M.D., President

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EXHIBIT A
PLAN OF RECAPITALIZATION
(attached)

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PLAN OF RECAPITALIZATION

THIS PLAN OF RECAPITALIZATION is adopted by the Board of Directors of ORTHOPAEDIC AND SPINAL ASSOCIATES OF SOUTH FLORIDA, P.A., a Florida professional association (the "Corporation") effective as of the 13th day of April, 2001.

ARTICLE I

Present Capitalization

The authorized capital stock of the Corporation is One Thousand (1,000) shares of common stock, \$0.01 par value per share (the "Pre-Recap Stock"), of which One Hundred (100) shares are issued, fully paid and outstanding.

ARTICLE 2

Proposed Plan Of Recapitalization

2.1. Recapitalization.

(a) Subject to the terms and conditions set forth in this Plan of Recapitalization (the "Plan"), at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Pre-Recap Stock will be divided and reclassified (the "Split") in the manner set forth in Section 2.2 hereof.

(b) The Split shall become effective as of April 13, 2001, the effective date of the Articles of Amendment to the Articles of Incorporation of the Corporation, (the "Articles of Amendment") with the Secretary of State of the State of Florida in accordance with Section 607.1006 of the Florida Business Corporation Act (the "Act"). The date and time when the Split shall become effective is referred to herein as the "Effective Time".

2.2. Division and Reclassification of Stock.

(a) Upon the filing of the Articles of Amendment, the authorized capital stock of the Corporation shall be Five Hundred (500) shares of voting common stock par value \$0.01 per share (the "Class A Common Stock") and Five Hundred (500) shares of non-voting common stock par value \$.01 per share (the "Class B Common Stock"). At the Effective Time, each authorized, issued and outstanding share of Pre-Recap Stock shall be divided and changed into one one-half (1/2) fractional share of Class A Common Stock and one one-half (1/2) fractional share of Class B Common Stock.

(b) The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to: (i) distributions from the Corporation, (ii) the liquidation of the Corporation, and (iii) all other matters affecting the

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Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation. Furthermore, the Class B Common Stock shall automatically convert to Class A Common Stock on the second (2nd) anniversary of the date on which the Class B Common Stock is issued.

2.3. The Exchange. Upon the surrender to the Corporation of a certificate or certificates formally representing shares of the Pre-Recap Stock, the holder of such certificate or certificates shall be entitled to receive: (i) one (1) one-half (1/2) fractional share of Class A Common Stock for each share of Pre-Recap Stock represented by the certificate or certificates so surrendered, and (ii) one (1) one-half (1/2) fractional share of Class B Common Stock for each share of Pre-Recap Stock represented by the certificate or certificates so surrendered, in accordance with Section 2.2 hereof.

2.4. Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended at the Effective Time in the manner set forth in the Articles of Amendment, and as so amended, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.5. Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

ARTICLE 3

Conditions Precedent

3.1. Conditions Precedent to Consummation of the Split. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) **Approval of the Plan.** The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) **Approval of the Articles.** The approval of the Articles of Amendment by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) **Litigation.** No action, proceeding or investigation shall have been instituted or threatened, on or prior to the Effective Time, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.


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IN WITNESS WHEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President and its corporate seal to be affixed hereto and attested by its Secretary.

**ORTHOPAEDIC AND SPINAL
ASSOCIATES OF SOUTH FLORIDA, P.A.,**
a Florida professional association

By: 
Dan S. Cohen, M.D., President