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Berger
Davis &
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Professional Association

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FILED
97 JUL 15 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 14, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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*****35.00 *****35.00

Re: Florida Arrhythmia Consultants, P.A.
Our File No. 2866.001

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Amendment for the above-referenced corporation. A check for \$35 is enclosed for the filing fee.

Please return a "filed" stamped copy to the attention of the undersigned at this office.

Thank you for your assistant.

Sincerely,

BERGER DAVIS & SINGERMAN

Robin L. Goldston
Robin L. Goldston
Legal Assistant

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DIVISION OF CORPORATIONS

Enc.

cc: Richard M. Luceri, M.D.
Nick Jovanovich, Esq.

NC + AMEND
OK
7/15

**ARTICLES OF AMENDMENT
OF
FLORIDA ARRHYTHMIA CONSULTANTS, P.A.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of Florida Arrhythmia Consultants, P.A. ("Corporation"), a professional service corporation formed under Chapter 621 of the Florida Statutes, hereby files this document for the purpose of converting the Corporation to a corporation governed under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and in connection therewith amending the Articles of Incorporation of the Corporation.

1. The name of the Corporation is Florida Arrhythmia Consultants, P.A.

2. Article I, "NAME," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I. NAME

The name of this corporation is Florida Arrhythmia Consultants, Inc."

3. Article IV, "PURPOSE," of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE IV. PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida."

4. Article VI, "LIMITATION ON OWNERSHIP OF STOCK," of the Articles of Incorporation of the Corporation is hereby deleted, and there shall be no substitution therefor.

5. Article VII, "DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE" of the Articles of Incorporation of the Corporation is hereby deleted, and there shall be no substitution therefor.

6. The foregoing amendments were adopted by all of the Directors and Shareholders of the Corporation eligible to vote by a Written Consent signed by them on June 30, 1997, manifesting their intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

7. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 30th day of June, 1997.


RICHARD M. LUCERI, President