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BASIC AMENDMENT

THE EAR, NOSE, THROAT & PLASTIC SURGERY ASSOCIATES,

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE EAR, NOSE, THROAT & PLASTIC SURGERY ASSOCIATES, P.A.**

The undersigned, Henry N. Ho, M.D., President of THE EAR, NOSE, THROAT & PLASTIC SURGERY ASSOCIATES, P.A., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The second sentence of Article VI, Directors, of the existing Articles of Incorporation is hereby amended by deleting the existing second sentence in its entirety and restating it as follows:

"The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1)."

ARTICLE SECOND: The Articles of Amendment to the Articles of Incorporation are hereby amended by adding thereto a new Article XI, Shareholders, as follows:

**"Article XI
Shareholders**

Section 11.1 Special Meetings of Shareholders. Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when requested by the holders of not less than twenty percent (20%) of all the shares entitled to vote at the meeting.

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Section 11.2 Shareholder Quorum and Voting. Sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of seventy-five percent (75%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law or by the Articles of Incorporation or bylaws adopted by the affirmative vote of seventy-five percent (75%) of the shares entitled to vote."

ARTICLE THIRD: The foregoing amendments to the Articles of Incorporation reflected in Article First and Article Second above were duly adopted and approved by both the Board of Directors and the Shareholders of the Corporation on January 24, 2004, and the number of votes cast for the amendments was sufficient for approval.

These Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by its President this 24th day of January, 2004.

THE EAR, NOSE, THROAT & PLASTIC
SURGERY ASSOCIATES, P.A., a Florida
corporation

By:



Henry N. Ho, M.D., President

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