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Account Name : FAS-T CORP. AGENTS, INC.
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BASIC AMENDMENT

PHYSICIAN OFFICES OF FLORIDA CITY, INC.

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$35.00

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Amendment
8/21/01 DC

**ARTICLES OF AMENDMENT
TO
AMENDED ARTICLES OF INCORPORATION
OF
PHYSICIAN OFFICES OF FLORIDA CITY, INC.**

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PURSUANT to the provisions of Section 607.1006, Florida Statutes, this for profit corporation adopts the following Articles of Amendment to its Amended Articles of Incorporation:

FIRST: Amendment adopted:

Article 4 - Capitol Stock

The aggregate number of shares which the corporation is authorized to issue is as follows: 10,000 shares of Class A - Voting Common Stock, 10,000 shares of Class B - Non-Voting Common Stock. In accordance with the By-Laws each Class A Voting Common Stock shall be entitled to cast one (1) vote on each matter submitted to a vote at a meeting of the shareholders with or without notice.

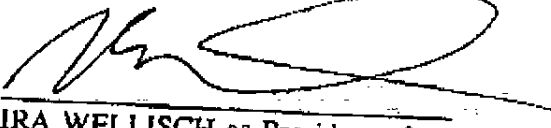
By and through these Articles of Amendment, all previously issued and/or authorized shares of common stock shall be cancelled and the stock referenced above shall be issued in accordance with the corporate records of the corporation. Each share of Class A and Class B stock shall have a par value of \$0.10 per share.

SECOND: The date of each amendments adoption is: 8-20-01.

THIRD: Authorization of Amendment:

These Articles of Amendment were unanimously approved by all shareholders of record and the unanimous approval authorized the corporation's president below to execute same.

IN WITNESS HEREOF the undersigned acting upon unanimous authorization of the shareholders of record, executed these Articles of Amendment on this the 20th day of August, 2001.



IRA WELLISCH as President of
PHYSICIAN OFFICES OF FLORIDA
CITY, INC.