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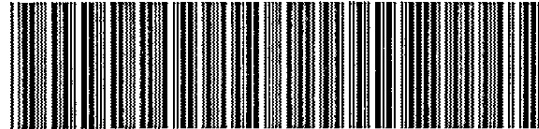
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MACKEY LAW GROUP, P.A.

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Also Admitted in New York

Catherine Z. Mackey

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Also Admitted in New Jersey

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mackeylaw.com

February 20, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Subject: Healthcare America Medical Group, Inc.

Enclosed is an original and one (1) copy of an Amended Certificate of Incorporation, and a check in the amount of \$43.75 representing the filing fee and fee for a certified copy/certificate.

Please issue a letter of acknowledgement upon filing.

Once these have been filed, please return the certified copy to us.

Thank you for your time and attention to this matter.

FROM: Robert A. Hoonhout, Esquire
Mackey Law Group, P.A.
1402 Third Avenue West
Bradenton, FL 34205
(941) 746-6225

**AMENDED ARTICLES OF INCORPORATION
OF
HEALTHCARE AMERICA MEDICAL GROUP, INC.**

The undersigned, a natural person competent to contract, acting as incorporator of the Corporation pursuant to Chapter 607, Florid Statutes, adopts the following Amended Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be Healthcare America Medical Group, Inc.

ARTICLE II

Principal Offices

The address of the principal place of business and the mailing address of the Corporation are 3501 Cortez Road West, Bradenton, Florida 34210

ARTICLE III

Purposes

The Corporation is established for the following purposes:

A. To operate an integrated association of primary care physicians dedicated to the formation of an integrated health care system with the goal of providing quality health care services at a reasonable cost;

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real estate and personal property necessary or desirable to enable physicians to render professional services; and

C. To take all such actions, either alone or in association with other corporations, firms, or individuals, as may be necessary and proper to accomplish any of the purposes or objectives enumerated in these Articles of Incorporation, or any amendment thereof; and to take all such lawful actions as may be necessary for or incidental to the protection and benefit of the Corporation.

The forgoing paragraphs shall be construed as enumerating both purposes and objectives of the Corporation, and it is hereby expressly provided that the forgoing enumeration of specific purposes and objectives shall not be held to limit or restrict in any manner the powers of this Corporation otherwise provided or authorized by law.

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ARTICLE IV

Duration

The Corporation shall have perpetual existence commencing from when the initial Articles of Incorporation were filed.

ARTICLE V

Capital Stock

The Corporation is authorized to issue two thousand four hundred (2,400) shares of one dollar (\$1.00) par value common stock.

ARTICLE VI

Registered Agent and Address

The name and address of the Corporation's registered agent is Jeff Nelson, M.D. 3501 Cortez Road West, Bradenton, Florida 34210.

ARTICLE VII

Incorporator

The name and address of the incorporator is Craig B. Hoffman, M.D., 3501 Cortez Road West, Bradenton, Florida 34210.

ARTICLE VIII

Board of Directors

The management and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, now numbering six (6). The terms of each Board member is four (4) years. The number of Board members may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the current Board, who shall serve until their successors are duly elected and qualified or until their earlier resignation, removal, or death are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose A. Acosta, M.D.	9005 87 th Avenue North West Bradenton, Florida 34280
Craig Hoffman, M.D.	1708 78 th Avenue Street West Bradenton, Florida 34209
Werther Marciales, M.D.	1012 Cimarron Circle Bradenton, Florida 34209
Jeff Nelson, M.D.	3304 Palma Sola Boulevard Bradenton, Florida 34209
David Wood, M.D.	5147 50 th Avenue West

Bradenton, Florida 34210

Robert Fishco, M.D.

8007 19th Avenue Drive West
Bradenton, Florida 34209

ARTICLE IX
Cumulative Voting for Directors

At all elections of the Board, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) such shareholder would be entitled to cast for the election of Board members with respect to such shareholder's shares of stock multiplied by the number of Board members to be elected, and such shareholder may cast all such votes for a single Board member, or may distribute them among the number to be voted for, or for two or more of them, as such shareholder may deem appropriate.

ARTICLE X
Contracts

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any officer or Board member of this Corporation is interested in, or is an officer or Board member of, such other corporation, and any officer or Board member, individually or jointly, may be a party to, or may be interested in, such contract or transaction; no contract or other transaction of this Corporation with any persons, firm or other corporation, shall be affected by the fact that any officer or Board member of this Corporation is in any way connected with such person, firm or corporation, and every person who may become an officer or Board member of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for his or her benefit or for the benefit of any firm, association, or other corporation in which he or she may be in any way interested.

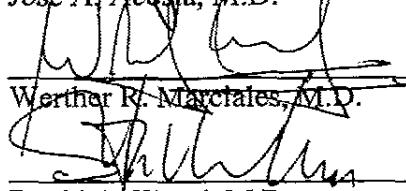
IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation on November 7th, 2003.

Dated: November 7th, 2003

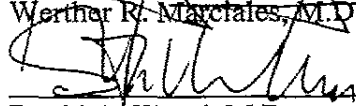
Healthcare America Medical Group, Inc.



Jose A. Acosta, M.D.



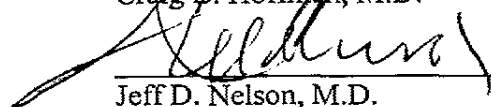
Werther R. Marciales, M.D.



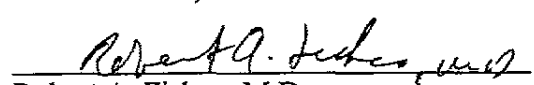
David A. Wood, M.D.



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Robert A. Fishco, M.D.