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January 14, 1999

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32301

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

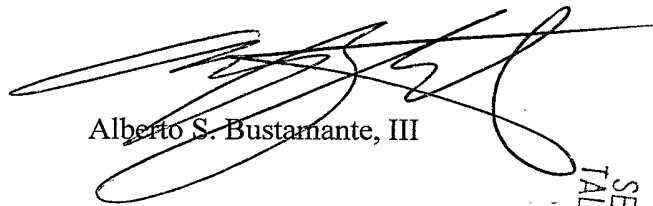
Re: Articles of Amendment to Articles of Incorporation of Surgical
Facility Consultants, Inc.

Dear Sir or Madam:

Please find the original and a copy of the Articles of Amendment to Articles of Incorporation of Surgical Facility Consultants, Inc. Also enclosed is our firm check in the amount of \$35.00 representing your fees for filing of the above mentioned.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,



Alberto S. Bustamante, III

Enclosure

l-sec4.faw

**FILED
99 JAN 19 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amended
TUL JAN 25 1999**

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SURGICAL FACILITY CONSULTANTS, INC.

99 JAN 19 PM 3:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SURGICAL FACILITY CONSULTANTS, INC., a Florida corporation, by and through its President Jan Diedrich and Secretary Ann Heaton, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.0704 and 607.0821 of the Florida Statutes, all of the Directors and all of the Shareholders of SURGICAL FACILITY CONSULTANTS, INC., signed on the 29th day of ~~September~~ ^{December}, 1998, a written statement that certain amendment to the Articles of Incorporation of said corporation be adopted. Attached hereto as Exhibit "A" is such written statement entitled "UNANIMOUS STATEMENT MANIFESTING INTENTION TO AMEND THE ARTICLES OF INCORPORATION OF SURGICAL FACILITY CONSULTANTS, INC."

2. Article IV of the Articles of Incorporation of said corporation shall be amended as set forth in Exhibit "A" hereto.

3. Except as modified by Exhibit "A" hereto, the Articles of Incorporation of said corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 29th day of ~~September~~ ^{December}, 1998.

SURGICAL FACILITY
CONSULTANTS, INC.

By: 
JAN DIEDRICH
President

ATTEST:


ANN HEATON
Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this ~~September~~^{December} 29th day of September, 1998, by JAN DIEDRICH, as President and ANN HEATON as Secretary of SURGICAL FACILITY CONSULTANTS, INC., who are personally known to me or who have produced their _____ as identification


Notary Public Alberto S. Bustamante

My Commission Expires:



Alberto S Bustamante
My Commission CC714597
Expires March 21, 2002

UNANIMOUS STATEMENT MANIFESTING INTENTION TO
AMEND THE ARTICLES OF INCORPORATION OF
SURGICAL FACILITY CONSULTANTS, INC.

WHEREAS, the undersigned, being all of the Directors and all of the Shareholders of SURGICAL FACILITY CONSULTANTS, INC., a corporation organized and existing under the laws of the State of Florida, and having its principal office in 2281 Lee Road, Suite 201, Winter Park, Florida 32789, do hereby desire to manifest their intention to adopt an Amendment to the Articles of Incorporation of SURGICAL FACILITY CONSULTANTS, INC., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned have executed this document pursuant to the provisions of Section 607.0704 and 607.0821 of the Florida Statutes for the purpose of expressing their unanimous intention and consent that the Articles be amended in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned, and each of them, do hereby manifest their unanimous intention and consent that the Articles be, and they hereby are, amended as follows:


1. Article IV, of the Articles shall be amended as follows:

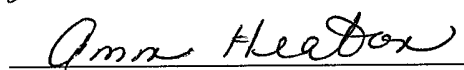
ARTICLE IV - Capital Stock

The corporation is authorized to issue 100,000 shares, all one class, at \$.01 par value.

IN WITNESS WHEREOF, the undersigned, being all of the Directors and all of the Shareholders of SURGICAL FACILITY CONSULTANTS, INC., have hereunto subscribed their signatures this ~~24th~~ day of ~~September~~^{December}, 1998, and do hereby direct that this Amendment shall be filed with the Department of State of the State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

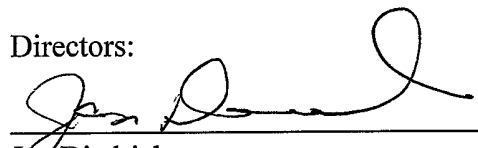
Shareholders:

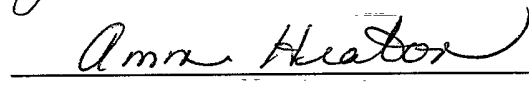

Jan Diedrich

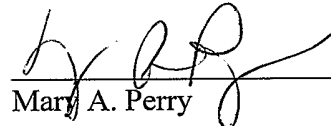

Ann Heaton


Mary A. Perry

Directors:


Jan Diedrich


Ann Heaton


Mary A. Perry