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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

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NAME: INTEGRATED MEDICAL SERVICES OF THE FLORIDA K

AUDIT NUMBER.....H97000006908

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97 APR 28 AM 8:35  
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ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
INTEGRATED MEDICAL SERVICES OF THE FLORIDA KEYS, INC.

FILED  
97 APR 28 AM 8:35  
TALLAHASSEE, FLORIDA

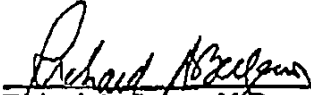
The undersigned persons, being all of the members of the Board of Directors of Integrated Medical Services of the Florida Keys, Inc., a Florida corporation (the "Corporation"), for the purpose of amending the Articles of Incorporation of the Corporation, hereby certify pursuant to Sections 607.0602 and 607.1006 of the Florida Business Corporation Act that:

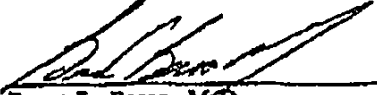
1. The name of the Corporation is Integrated Medical Services of the Florida Keys, Inc.
2. Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE IV.

The Corporation is authorized to issue 10,000 shares of Class A Common Stock, having a par value of \$.01 per share, and 10,000 shares of Class B Common Stock, having a par value of \$.01 per share. Shares of Class A Common Stock and Class B Common Stock shall have identical preferences, limitations and relative rights, except that outstanding shares of Class A Common Stock shall be entitled to one vote per share on each matter submitted to a vote at a meeting of shareholders, and outstanding shares of Class B Common Stock shall have no voting rights except as may be required by the Florida Business Corporation Act.

3. The foregoing amendment was duly adopted by the members of the Board of Directors of the Corporation by Written Consent dated April 25<sup>th</sup>, 1997. Since the Corporation has not yet issued shares, shareholder approval is not required.

  
Richard A. Berger, M.D.  
Director

  
Bruce L. Boros, M.D.  
Director

Prepared by: Dawn Lankford Bowling, P.A.  
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**WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
INTEGRATED MEDICAL SERVICES OF THE FLORIDA KEYS, INC.**

THE UNDERSIGNED, being all of the members of the Board of Directors of Integrated Medical Services of the Florida Keys, Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.0821 of the Florida Business Corporation Act, do hereby consent that the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of the Corporation's Board of Directors, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, the members of the Board of Directors of the Corporation deem it to be in the best interests of the Corporation to amend the Articles of Incorporation of the Corporation to change the capitalization of the Corporation and designate voting and non-voting classes of stock in the Corporation,

NOW, THEREFORE, BE IT RESOLVED, that the appropriate officers of the Corporation are authorized, empowered and directed to cause to be prepared, executed and filed Articles of Amendment to the Articles of Incorporation of the Corporation to amend and restate ARTICLE IV as follows:

**ARTICLE IV.**

The Corporation is authorized to issue 10,000 shares of Class A Common Stock, having a par value of \$.01 per share, and 10,000 shares of Class B Common Stock, having a par value of \$.01 per share. Shares of Class A Common Stock and Class B Common Stock shall have identical preferences, limitations and relative rights, except that outstanding shares of Class A Common Stock shall be entitled to one vote per share on each matter submitted to a vote at a meeting of shareholders, and outstanding shares of Class B Common Stock shall have no voting rights except as may be required by the Florida Business Corporation Act.


FURTHER RESOLVED, that all actions taken on behalf of the Corporation by the officers and directors in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors as of the 25<sup>th</sup> day of April, 1997.

  
RICHARD A. BERGER, M.D.

  
BRUCE L. BORQS, M.D.

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