

P97000018202



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 714489 9104A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 87.50

ORDER DATE : February 20, 1998

ORDER TIME : 3:32 PM

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ORDER NO. : 714489-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight
Suite 3005
510 Vonderburg Drive
Brandon, FL 33511

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 FEB 20 PM 4:59

DOMESTIC AMENDMENT FILING

NAME: FLORIDA G.I. NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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02-23-98

AMENDMENT TO ARTICLES OF INCORPORATION
OF
FLORIDA G.I. NETWORK, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation, FLORIDA G.I. NETWORK, INC., adopts the following Articles of Amendment to its Articles of Incorporation, filed with the Secretary of State for the State of Florida on February 26, 1997, as Document Number P97000018202.

1. Article III is amended in its entirety:

Article III.
CAPITAL STOCK

"This Corporation is authorized to issue one million (1,000,000) shares of \$0.01 par value common stock."

2. Article V, Board of Directors, is revoked. The following is substituted as new Article V:

ARTICLE V.

SHAREHOLDER'S AGREEMENT

"The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict."

3. Article VII, Amendments, is revoked. The following is substituted as new Article VII:

ARTICLE VII.

FUNDAMENTAL MATTERS

Section 7.1. Fundamental Shareholder Matters. "The following matter is deemed "Fundamental Shareholder Matters" and require approval (by vote, proxy or written action) of the Shareholders holding **SEVENTY-FIVE PERCENT (75%)** or more of the issued and outstanding shares of stock eligible to vote: Further Amendment of the Charter or Bylaws, except as to ministerial matters, if any, reserved to the Board of Directors under the Bylaws.

"Section 7.2. Physician Provider Due Process Hearing. In the event a Quality Assurance, Credentialing or other Committee of this Corporation, in the exercise of its monitoring or standards responsibilities in regard to the

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Corporation's provider network, determines a physician-provider should have his or her membership in the provider network of the Corporation terminated for cause, the Board of Directors shall provide a "Due Process" hearing for the affected person. The Corporation and the affected person shall each be entitled to be represented by counsel at its, his or her own expense and to present evidence and information. The affirmative vote of seventy-five percent (75%) of the full Board of Directors at a due process meeting duly called shall be final and binding upon all persons. If the affected person is a member of the Board of Directors, his or her presence or absence, or vote, shall not count."

"Section 7.3. Approval of New Shareholders. No person shall be eligible to be a shareholder of this Corporation unless:

"a. The person is an individual licensed or otherwise authorized to practice medicine as a Doctor of Medicine or a Doctor of Osteopathy in the State of Florida; is practicing medicine in Pasco, Pinellas, Hillsborough, Manatee, Sarasota, Charlotte, Hernando, Collier or Lee Counties, Florida; and is a member in good standing in the provider network of the Corporation; or

"b. The person has been approved as a shareholder, in the sole, absolute and arbitrary discretion of the Board of Directors, by not less than seventy-five percent (75%) of the full Board of Directors; or

"c. The person has been approved as a shareholder, in the sole, absolute and arbitrary discretion of the stockholders, upon approval by the holders of not less than seventy-five percent (75%) of the issued and outstanding shares; or

"d. The shareholder has become a shareholder through a corporate tax-free reorganization in accordance with Section 368 of the Internal Revenue Code (merger, consolidation, or share exchange approved by the Shareholders in accordance with law)."

These Articles of Amendment were approved by the Stockholders of the corporation September 14, 1997. The number of votes cast for the Articles of Amendment by the Stockholders was/were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as President, has executed
this Amendment on behalf of this corporation this 17 day of
Sept, 1998.

Joseph M. Daly M.D.
President
Joseph M. Daly, M.D.