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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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*****595.00 *****35.00

PhyMatrix Dade County, Inc.

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|--|---|--|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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LAURA EARNEST

COULLETTE SEP 21 2000

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
PhyMatrix Dade County, Inc.

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TALLAHASSEE, FLORIDA

PhyMatrix Dade County, Inc., (the "Corporation") a corporation organized and existing under and by virtue of the Florida Business Corporation Act,

DOES HEREBY CERTIFY:

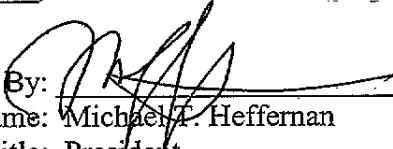
FIRST: That there were a sufficient number of votes cast by the shareholders and the shareholders approved that the Articles of Incorporation of the Corporation be amended by adding Article SIXTH thereto which Article shall be and read as follows:

"SIXTH: To the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code"), the Corporation will not issue non-voting equity securities; *provided, however,* that the foregoing (i) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (ii) will have such force and effect, if any, only for so long as such Section 1123 is in effect and applicable to the Corporation and (iii) may be amended or eliminated in accordance with applicable law as from time to time in effect."

SECOND: That the amendment be adopted as of the date hereof.

THIRD: That the aforesaid amendment was duly approved by the shareholders and adopted by the board of directors in accordance with the applicable provisions of Section 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these articles to be signed by Michael
T. Heffernan, its President, this 18th day of September 2000.

By: 
Name: Michael T. Heffernan
Title: President