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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB <http://www.adorno.com>

July 7, 1997

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/09/97--01040--012 1
*****87.50 *****87.50

Attention: Amendments

Re: **AFMC ACQUISITION CORP.**

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Amendment to the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$87.50 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

FILED
97 JUL -9 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl.

JTW/C.LTRCOV/101544/12207.011

7/14
N/C Amend
FORT LAUDERDALE

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AFMC ACQUISITION CORP.**

FILED
97 JUL -9 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jeffrey I. Binder, as Chairman and President of AFMC Acquisition Corp., a Florida corporation (the "Corporation"), does hereby execute the following Articles of Amendment to the Corporation's Articles of Incorporation:

1. Article I of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE I. - NAME

The name of this corporation is Atlantic Family Medical Center, Inc.

2. The foregoing amendment was recommended by the Board of Directors to the sole shareholder on June 20, 1997.

3. The foregoing amendment was approved by the sole shareholder of the Corporation pursuant to Section 607.1003(5) on June 20, 1997.

Dated this 20th day of June, 1997

AFMC ACQUISITION CORP.,
a Florida corporation

By: _____

Jeffrey I. Binder,
Chairman and President