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BASIC AMENDMENT

DMK CONSULTANTS, INC.

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DIVISION OF CORPORATIONS

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Amended & Restated 728.001
w/ Name Change

1-7-02 DC

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DMK CONSULTANTS, INC.
ARTICLES OF AMENDMENT AND RESTATEMENT

Pursuant to the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, the above corporation hereby adopts the following articles of amendment and restatement of its articles of incorporation converting to a professional association:

1. Name. The name of the corporation is DMK CONSULTANTS, INC..

2. Amendment and Restatement Text. The amendment and restatement provides as follows:

RESOLVED, that the articles of incorporation be and hereby are amended and restated in their entirety to read as follows:

ARTICLES OF INCORPORATION
OF
DAVID M. KARP, M.D., P.A.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

1.1 Name. The name of the corporation shall be DAVID M. KARP, M.D., P.A..

1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 1508 SHELBURNE LANE, SARASOTA, FLORIDA 34231, and the mailing address of the corporation shall be 1508 SHELBURNE LANE, SARASOTA, FLORIDA 34231. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

1.3 Registered Agent and Office; Statement of Acceptance. The Registered Agent for the corporation to accept service of process within the State of Florida is currently DAVID M. KARP. The Registered Office street address of the Registered Agent is currently 1508 SHELBURNE LANE, SARASOTA, FLORIDA 34231. The Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

2.1 Commencement of Corporate Existence. The corporation's existence commenced on July 25, 1995.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

3.1 Purpose. The sole and specific purpose for which the corporation is organized shall be to render professional service to the public which orthopedic physicians, duly licensed or legally authorized, may render under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

ARTICLE IV
AUTHORIZED SHARES

4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1,000 shares at $1.00 par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and non-assessable.

4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V - RESTRICTIONS

5.1 Shareholder Qualifications. Only individuals who themselves are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as the corporation shall be permitted to be shareholders of the corporation. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of such shareholder's stock.

5.2 Disqualification. Any officer, shareholder, agent, or employee of the corporation that has been rendering professional service to the public that becomes legally disqualified to render such professional service within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional services shall sever all employment with, and financial interest in the corporation forthwith.

5.3 Transfer. No shareholder of the corporation may sell or transfer any of such shareholder's shares of stock in the corporation except to another individual who is then authorized and licensed to render the corporation's professional services and then only after the proposed sale or transfer shall have been first approved at a shareholder's meeting specially called for such purpose.

5.4 Death. Upon the death of a shareholder, such shareholder's stock shall be subject to purchase by the corporation and by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided in the Bylaws of the corporation, or by written agreement between and/or among the corporation and/or its shareholders, in a manner consistent with law and these Articles. If not so provided, such stock shall immediately be deemed offered first for sale to the corporation failing which to the remaining shareholders who may purchase on a prorata basis. The purchase price shall be equal to the fair market value and paid in cash at closing within 60 days of death, but effective at death. If the parties disagree as to fair market value, each party shall select an appraiser who shall select a single appraiser to make such determination. All parties shall share the appraisal expense on such equitable basis as determined by the appraiser.

5.5 Further Bylaw Provisions. The shareholders are specifically authorized from time to time to adopt Bylaws not inconsistent herewith imposing further restrictions and providing for the purchase or redemption of shares of stock.

ARTICLE V
GENERAL

6.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the shareholders in accordance with applicable law.

6.2 Organizational Meeting. After the corporate existence began, an organizational meeting of any directors and/or incorporators, as the case may be, was held, to elect directors, appoint officers, adopt bylaws, and transact other necessary business.

6.3 Incorporator(s). The name and address of each incorporator was as follows: DONALD J. HARRELL - 1776 RINGLING BLVD., SARASOTA, FLORIDA 34236.

[END OF ARTICLES OF AMENDMENT AND RESTATEMENT]

3. Exchange, Reclassification, or Cancellation of Issued Shares Implementation. Each of the shares of currently issued and outstanding shares of common stock of the corporation shall, upon the effective date of the above amendment and restatement, be deemed converted into a shares of common stock of the professional association. The officers of the corporation shall implement this conversion by notice to existing shareholders, and recovery of the old shares and issuance of the new shares therefor as soon as practicable.

4. Date Adopted. The above amendment and restatement was adopted on the date hereof.

5. Method of Adoption. The above amendment and restatement contains an amendment to the articles requiring shareholder approval. The amendment and restatement was duly adopted by the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to this action was given in accordance with Section 607.0704 of the Florida Business Corporation Act.

6. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on January 4, 2002.

DMK CONSULTANTS, INC.

By David M. Karr
DAVID M. KARR
As President