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FAX #: (850)922-4000

FROM: GREENBERG TRAUIG (WEST PALM BEACH)
CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE
PHONE: (561)650-7900

ACCT#: 075201001473

FAX #: (561)655-6222

NAME: MEDICAL CENTER LOPEZ, INC.
AUDIT NUMBER.....H97000013110
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

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SECRETARY OF STATE

Amendment
8/11/97
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**ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
MEDICAL CENTER LOPEZ, INC.**

Pursuant to Section 607.1005 of the Florida Statutes, the undersigned, as the sole Incorporator of Medical Center Lopez, Inc. ("Corporation"), adopted the below-detailed Amendments to the Articles of Incorporation by his written consent. The sole Incorporator made and adopted such Amendments prior to the issuance of any shares of capital stock in the Corporation.

The Amendments to the Articles of Incorporation are as follows:

I. **ARTICLE V - CAPITAL STOCK** is hereby amended to read as follows:

CAPITAL STOCK

The total number of shares and the par value, if any, of each class of stock which the Corporation will be authorized to issue is as follows: twenty-five thousand (25,000) shares of Class A Common Stock, \$1.00 par value (the "Class A Common Stock"), and twenty-five thousand (25,000) shares of Class B Common Stock, \$1.00 par value (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are referred to herein collectively as the "Common Stock."

DESCRIPTION OF COMMON STOCK

1. **Voting Rights.**

(a) The holders of shares of Class A Common Stock shall be entitled to one (1) vote for each share so held with respect to all matters voted on by the shareholders of the Corporation. Except as otherwise provided by law, the holders of shares of Class B Common Stock shall not be entitled to vote.

(b) The affirmative vote of seventy-five percent (75%) of the shares of Common Stock entitled to vote shall be required for any matter for which approval of the shareholders is required by law or otherwise.

2. **Liquidation Rights.** Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation the holders of Common Stock shall be entitled to receive that portion of the remaining funds to be distributed. Such funds shall be paid pro rata to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

Allan Salovin, Esq.
777 S. Flagler Dr., #310E
West Palm Beach, FL 33401
(561) 650-7916
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3. Dividends.

(a) Dividends, including stock dividends (subject to paragraph (b) of this Section 3), may be paid on the Common Stock as and when declared by the Board of Directors and shall be paid pro rata to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

(b) No stock dividends shall be paid on one class of Common stock unless an identical dividend is paid on the other class, provided that stock dividends on the Class A Common Stock shall only be payable in shares of that class of stock and dividends on Class B Common Stock shall only be payable in shares of that class of stock.


4. Combination and Subdivisions of Outstanding Shares of Either Class of Common Stock. There shall be no dividing or combining shares of any issued and outstanding shares of either class of Common Stock unless at the same time an identical division or combination of issued and outstanding shares of the other class of Common Stock shall be effected.

5. Conversion of Class B Common Stock. On and after September 1, 1999 the holders of shares of the Class B Common Stock shall have the right to convert such shares, on a share for share basis, into shares of Class A Common Stock.

II. ARTICLE VI - BYLAWS is hereby amended to read as follows:

The bylaws of the Corporation may be adopted, altered, amended and repealed by the Stockholders of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 11 day of August, 1997.


Allan Salovin, Incorporator

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