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COST LIMIT : \$ PPD

*Name Change & Amend*

ORDER DATE : June 19, 2000

ORDER TIME : 10:42 AM

ORDER NO. : 735383-005

CUSTOMER NO: 169868A

000003295200--4  
-06/19/00--01067--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CUSTOMER: Alex Hofrichter, Esq  
Alex Hofrichter, P A  
Suite 1500  
9350 South Dixie Highway  
Miami, FL 33156

000003295200--4  
-06/19/00--01067--009  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

DOMESTIC AMENDMENT FILING

NAME: SCHADER & SEIDEN SLEEP  
MEDICINE ASSOCIATES, M.D.,  
P.A.

EFFECTIVE DATE:

FILED  
00 JUN 19 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: Susie Knight

EXAMINER'S INITIALS:

RECEIVED  
00 JUN 19 PM 12:10  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF**  
**SCHADER & SEIDEN SLEEP MEDICINE ASSOCIATES, M.D., P.A.**

1. The following provisions of the Articles of Incorporation of SCHADER & SEIDEN SLEEP MEDICINE ASSOCIATES, M.D., P.A., a Florida corporation filed in Tallahassee on September 19, 1997, be and they hereby are amended in the following particulars:

"ARTICLE I - NAME," be and it hereby is amended to read as follows:

**ARTICLE I - NAME**

The name of the corporation is ASSOCIATES IN SLEEP MEDICINE, INC.

"ARTICLE II - ORGANIZATION," be and it hereby is amended to read as follows:

**ARTICLE II - ORGANIZATION**

The Corporation is formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes Annotated.

"ARTICLE III - PURPOSE," be and it hereby is amended to read as follows:

**ARTICLE III - PURPOSE**

The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, include, but are not limited to, the following:

A. To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire, by purchase or otherwise, own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and aid or subscribe toward the construction, acquisition or improvement of any factories, stores, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and

supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

B. To buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulae, goodwill and other rights.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and in any manner deal with and contract with reference to:

(1) inventions, devices, formulae, processes and any improvements and modifications thereof;

(2) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or any state or subdivision thereof, or any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(3) franchises, licenses, grants and concessions.

C. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest or rights therein without limit as to the amount.

D. To lend money on bonds secured by mortgage and real property and to make advances from time to time on bonds secured by mortgage for future advance on real estate, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

E. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of the business of this corporation and to purchase, acquire, erect and construct or make improvement of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as herein specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands,

multiple dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, or in a lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker or in any lawful capacity, mortgages and other interests in real, personal and mixed properties, to carry on a general construction, contracting, building and realty management business as principal, agent, representative, contractor, subcontractor, or in any other lawful capacity.

F. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate, or whose stock the company under the laws of this State and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessing of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks or obligations of this company.

G. This corporation may conduct its business in the State of Florida, in any other State of the United State of America, and in any and all foreign countries, and in the interest of an effectual prosecution of its business this corporation shall have the right to acquire such rights, privileges, property and assets as are exercised by or permitted for any co-partnership or persons engaged in a similar business, or which now or hereafter may be authorized by law.

H. To provide a medical setting for the laboratory study and patient evaluation for sleep disorder patients.

I. To have all of the powers conferred upon corporation organized under the Florida Business Corporation Act.

"ARTICLE IV - SHARES," be and it hereby is amended to read as follows:

#### ARTICLE IV - SHARES

The corporation shall be authorized to issue 7,500 shares of common stock, each of which shall have a par value of \$1.00.

2. The foregoing amendments were adopted by the shareholders and directors of the corporation on the 14 day of JUNE, 2000.

IN WITNESS WHEREOF, the undersigned directors and shareholders of this corporation  
have executed these Articles of Amendment this 14 day of June, 2000.

SCHADER & SEIDEN SLEEP MEDICINE  
ASSOCIATES, M.D., P.A.

By: Robert B. Schader  
ROBERT B. SCHADER, M.D.,  
President, Shareholder and Director

By: David J. Seiden  
DAVID J. SEIDEN, M.D.,  
Vice President, Shareholder and Director

By: Felix Monteagudo  
FELIX MONTEAGUDO, C.R.T.,  
Secretary

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT B. SCHADER, M.D., as President, shareholder and director of SCHADER & SEIDEN SLEEP MEDICINE ASSOCIATES, M.D., P.A., who is to me personally known to be the person who executed the foregoing Articles of Amendment, and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification for the above-named person(s): a Florida driver's license and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of JUNE, 2000.

BARBARA E. LAVALLEY  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC899898  
EXPIRES 1/5/2004  
BONDED THRU ASA 1-888-NOTARY1

Notary Public, State of Florida

Barbara E. Lavalley  
Printed Notary Signature

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

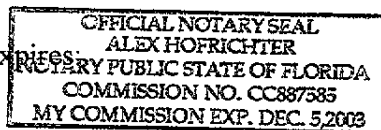
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DAVID J. SEIDEN, M.D., as Vice President, shareholder and director of SCHADER & SEIDEN SLEEP MEDICINE ASSOCIATES, M.D., P.A., who is to me personally known to be the person who executed the foregoing Articles of Amendment, and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification for the above-named person(s): a Florida driver's license and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of June, 2000.

Alex Hofrichter  
Notary Public, State of Florida

ALEX HOFRICHTER  
Printed Notary Signature

My Commission Expires:



STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared FELIX MONTEAGUDO, C.R.T., as Secretary of SCHADER & SEIDEN SLEEP MEDICINE ASSOCIATES, M.D., P.A., who is to me personally known to be the person who executed the foregoing Articles of Amendment, and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification for the above-named person(s): a Florida driver's license and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of June, 2000.

Alex Hofrichter  
Notary Public, State of Florida

ALEX HOFRICHTER  
Printed Notary Signature

My Commission Expires:

