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P.A.**

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OF COUNSEL:
*WILLIAM J. PAYNE

January 28, 1998

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-02/02/98--01080--010
*****35.00 *****35.00

Re: ALLERGY, ASTHMA & IMMUNE DISEASES
OF FLORIDA, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Amendment of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$35.00 to cover the costs of Florida incorporation. Please furnish the undersigned with a copy of the Amended Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,


Martin V. Katz

MVK/lmf
Enclosures

FILED
98 FEB 10 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

FEB 10 1998

FEB 7 1998

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**OF COUNSEL:
*WILLIAM J. PAYNE**

February 9, 1998

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Allergy, Asthma And Immune Diseases of Florida, Inc.

Dear Ms. Lewis:

Enclosed please find the document corrected in accordance with your letter of February 4, 1998. Kindly process this enclosure immediately.

Thank you for your help and cooperation.

Sincerely yours,



Martin V. Katz

MVK/lmf
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1998

MARTIN V. KATZ, ESQ.
MOYLE, FLANIGAN, KATZ, KOLINS, ET AL
P. O. BOX 3888
WEST PALM BEACH, FL 33402-3888

SUBJECT: ALLERGY, ASTHMA AND IMMUNE DISEASES OF FLORIDA, P.A.
Ref. Number: P97000090572

We have received your document for ALLERGY, ASTHMA AND IMMUNE DISEASES OF FLORIDA, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 398A00006454

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF**

FILED
98 FEB 10 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALLERGY, ASTHMA AND IMMUNE DISEASES OF FLORIDA, P.A.

Pursuant to Section 621.13 of the Professional Service Corporation Act and Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Allergy, Asthma And Immune Diseases of Florida, P.A. hereby adopts the following Amendments to its Articles of Incorporation which is a complete restatement so that it no longer is a professional service corporation, but instead, a corporation under the Florida Business Corporation Act.

ONE: The name of the Corporation is Allergy, Asthma And Immune Diseases of Florida, P.A., which filed its Articles of Incorporation on October 17, 1997.

TWO: The following Amendment of the Articles of Incorporation was unanimously adopted by the Board of Directors and Shareholders of the Corporation on January 20, 1998 in the manner prescribed by the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this Corporation shall be ALLERGY, ASTHMA AND IMMUNE DISEASES OF FLORIDA, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 2523 Livingston Lane, West Palm Beach, Florida 33411.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Registered Office and Agent

The street address of the registered office of this Corporation is 2523 Livingston Lane, West Palm Beach, Florida 33411, and the name of the registered agent of this Corporation at that address is Denise Gonzalez, M.D.

ARTICLE VIII

Board of Directors

This Corporation shall have one (1) director. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the director of this Corporation is as follows:

Denise Gonzalez, M.D.

2523 Livingston Lane
West Palm Beach, FL 33411.

ARTICLE IX

By-Laws


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Amendment this 26th day of January, 1998.



DENISE GONZALEZ, M.D., President and
Secretary