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MACFARLANE FERGUSON

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

FITZ TROPICS MEDICAL ASSOCIATES, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Article I of the Articles of Incorporation of Fitz Tropics Medical Associates, Inc.
is hereby amended to read:

ARTICLE I

Name:

The name of this corporation shall be: Fitz Tropics Medical Associates, P.A.

Article II of the Articles of Incorporation of Fitz Tropics Medical Associates,
P.A. is hereby amended to read:

ARTICLE II

Purpose

The general nature of the business to be transacted by this corporation shall be:

- 1. To engage in every phase and aspect of rendering to the public the same professional services a registered physician licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its officers and parties and agents who are duly licensed to practice medicine.**
- 2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds and other types of investments and to own real estate and personal property necessary for the rendering of such professional services.**
- 3. To do everything necessary and proper for the accomplishment of any of the purposes or the attainment of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the corporation.**

The paragraphs of this Article II shall be construed as both objects and purposes of

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the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

Article VIII of the Articles of Incorporation of Fitz Tropics Medical Associates, P.A. is hereby amended to read:

ARTICLE VIII

Stockholder Restriction

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as those for which the corporation was incorporated. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his stock.

In the event the ownership of shares of this corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors and all of the directors and all of the shareholders of the corporation shall have the power to amend these Articles of Incorporation so as to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct business in accordance with

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applicable law; except that this corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, a mutual fire insurance association, cooperative association, state fair or exposition; provided, all of the directors and all of the shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation therein set forth be made, and the same written statement is filed in the office of the Secretary of State in accordance with applicable law.

The Articles of Incorporation of Fitz Tropics Medical Associates, P.A. is hereby amended to add Article X as follows:

ARTICLE X
Powers

This corporation shall have all of the corporate powers enumerated in the Florida "Professional Service Corporation and Limited Liability Company Act", and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 1 day of April, 2009.

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IN WITNESS WHEREOF, the undersigned President of this corporation has
executed these Articles of Amendment this 15th day of April, 2009.

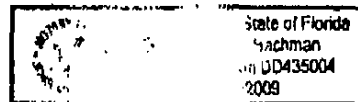
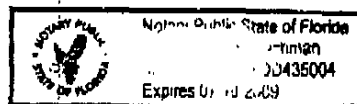

Gerald J. Fitzgerald, D.O., President

STATE OF FLORIDA
COUNTY OF PINELLAS

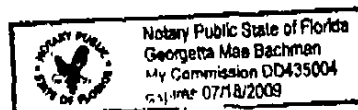
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Gerald J. Fitzgerald, D.O. President, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced personal ID as identification and who did take an oath and each acknowledged before me that he had executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this
15 day of April, 2009.


Print Name: Georgetta Mae Bachman
Notary Public
My Commission Expires:



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