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September 28, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Mid-Florida Cardiovascular Anesthesia Associates, P.A.

Dear Sir or Madam:

Enclosed please find original and one copy of Amendment to Articles of Incorporation of Mid-Florida Cardiovascular Anesthesia Associates, P.A. and our check made payable to "Florida Department of State" in the amount of \$43.75 representing filing fee (\$35.00), and one certified copy (\$8.75).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours truly,

Beverly A. Morris/dsb
Beverly A. Morris

BAM:dsb

Enclosures: Amended Articles of Incorporation
Check \$43.75

cc: Vincent C. Palmire, Jr., M.D.
Paul G. Robertie, M.D.

FILED
00 OCT -2 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS OCT 4 2000

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
MID FLORIDA CARDIOVASCULAR ANESTHESIA ASSOCIATES, P.A.

FILED
00 OCT -2 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida General Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is MID FLORIDA CARDIOVASCULAR ANESTHESIA ASSOCIATES, INC.
2. The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on Aug 28, 2000, in the manner prescribed by the Florida General Corporation Act:

Article VIII - Corporate Stock

The number of shares of stock that the corporation is authorized to have outstanding is 2,000, all of which, regardless of Class, shall be common shares with par value of \$1.00.

The shares of stock are to be divided into two classes: Class A and Class B. Both classes have voting rights.

Class A. Each holder of Class A stock is entitled to the number of votes equal to 51% of the issued and outstanding shares of both Class A and Class B stock divided by the number of Class A shareholders.

The Board of Directors will determine which class of stock is available for purchase by shareholders. All shares of stock issued and outstanding at the time of adoption of this Amendment will be exchanged by the corporation for an equal number of shares of Class A Stock.

Class B. Each holder of Class B stock will have one vote for each share of Class B. stock.

3. The number of shares of the corporation outstanding at the time of adoption was 500, and the number of shares entitled to vote thereon was 500.

4. The number of shares voted in favor of such amendment was 500, and the number of shares voted against such amendment was 0.

5. The manner in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows:

Each share of stock issued and outstanding at the time of adoption of this Amendment shall be exchanged by the corporation for a share of Class A stock.

Dated August 28, 2000.

MID FLORIDA CARDIOVASCULAR
ANESTHESIA ASSOCIATES, P.A.

By: Paul G. Robertie
Paul G. Robertie, M.D. - President

By: Vincent C. Palmire, Jr.
Vincent C. Palmire, Jr., M.D.
Vice President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 28 day of August, 2000, by Paul G. Robertie, M.D., who is personally known by me or who has produced _____ as identification.

Beverly A. Morris
Notary Public
Typed Name: _____
Commission Expires: _____
Commission No.: _____



Beverly A. Morris
MY COMMISSION # CC857086 EXPIRES
November 8, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

August 9, 2000

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this
28 day of August, 2000, by Vincent C. Palmire,
Jr., M.D., who is personally known by me or who has produced
_____ as identification.

Beverly A. Morris
Notary Public
Typed Name: _____
Commission Expires: _____
Commission No.: _____



Beverly A. Morris
MY COMMISSION # CC857086 EXPIRES
November 8, 2003
BONDED THRU TROY FANN INSURANCE, INC.