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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 2, 2005

WOMEN'S HEALTHCARE PHYSICIANS, P.A.
775 1ST AVE NORTH
NAPLES, FL 34102

SUBJECT: WOMEN'S HEALTHCARE PHYSICIANS, P.A.
REF: P98000103853

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**ARTICLE OF AMENDMENT
OF
WOMEN'S HEALTHCARE PHYSICIANS, P.A.
(A Florida Professional Association)**

The undersigned, being authorized to execute and file this Article of Amendment, hereby certifies that:

FIRST: This Article amends the Articles of Incorporation of WOMEN'S HEALTHCARE PHYSICIANS, P.A.


SECOND: The Articles of Incorporation were originally filed with the Florida Department of State on December 11, 1998 and were thereafter amended through Articles of Merger filed with the Florida Department of State on April 30, 1999.

THIRD: Article III of the Articles of Incorporation is hereby amended by deleting the existing Article I and replacing it with:

"The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 with a par value of One Dollar (\$1) per share."

FOURTH: This Article of Amendment to the Articles of Incorporation were approved by a sufficient number of votes cast by the shareholders of the Corporation.

IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being filed in accordance with Section 607.1007 of the Florida Statutes, this 2nd day of May, 2005.


David M. Tiffany
Attorney in Fact
for Wallace W. McLean, M.D.

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