

P99000044926



ACCOUNT NO. : 072100000032

REFERENCE : 813351 9104A

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia P. P.

ORDER DATE : August 28, 2000

ORDER TIME : 3:17 PM

ORDER NO. : 813351-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight LLP
Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

800003375468--2

DOMESTIC AMENDMENT FILING

NAME: FLORIDA BRIAN & SPINE, P.A.

EFFECTIVE DATE:

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: Janna Wilson

EXAMINER'S INITIALS: _____

N.C.
G. GOULLETTE AUG 29 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 29, 2000

CSC

TALLAHASSEE, FL

SUBJECT: FLORIDA BRAIN & SPINE, P.A.
Ref. Number: P99000044926

We have received your document for FLORIDA BRAIN & SPINE, P.A. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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

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Cheryl Coulliette
Document Specialist

Letter Number: 000A00046022

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LEGISLATIVE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE-SUBMIT
Give original
data as file date.

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

FLORIDA BRAIN & SPINE, P.A.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation, **FLORIDA BRAIN & SPINE, P.A.**, adopts the following Articles of Amendment to its Articles of Incorporation, filed with the Secretary of State for the State of Florida on May, 17, 1999, as document number P99000044926.

1. The following amendments are made, replacing in their entirety, the Articles amended:

ARTICLE I.

The name of this Corporation is **PALM BEACH WELLNESS CENTER, P.A.**

ARTICLE III.

1. This Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its subspecialties and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.

2. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

1. This Corporation is authorized to issue 5,000,000 shares of \$0.01 par value common stock.

2. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

3. Shares of stock in this Corporation may only be owned by persons permitted to own such shares under Chapter 621 of the Florida Statutes.

ARTICLE VII.

1. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued

rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.

2. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.

3. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

4. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

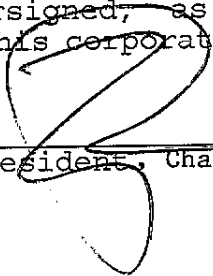
ARTICLE X.

The shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of officers or directors, or other matters. Such an agreement, if signed by all of the stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

2. Except as amended hereby, the Articles of Incorporation are ratified and affirmed. In the event there is any conflict between these Articles of Amendment and the Articles of Incorporation, these Articles of Amendment shall prevail.

3. These Articles of Amendment were approved by the Stockholders of the corporation April 19, 2000. The number of votes cast for the Articles of Amendment by the Stockholders was/were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as President, has executed this Amendment on behalf of this corporation this 19th day of April, 2000.



President, Charles S. Theofilos