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BASIC AMENDMENT

CFP PHYSICIANS GROUP, P.A.

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Winter Park, Florida 32790-2310
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TO: Division of Corporations
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FAX NUMBER: 850-205-0380

Date: January 3, 2005

FROM: Danielle S. Feuer, Esq.
Response Fax Number: 407-691-0501
Original (will ___) (will not _X_) be mailed.

Re: CFP Physicians Group, P.A.

MESSAGE:
Please see attached.

Number of Pages (including this sheet): 4

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FLORIDA CIVIL LAW NOTARIES

DANIELLE S. FEUER, ESQ.

Number: 407.691.0500
E-mail: dfeuer@wplawyers.com

January 3, 2005

VIA FACSIMILE (850) 205-0380

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Amendment to CFP Physicians Group, P.A.

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment for CFP Physicians Group, P.A.. The Corporation's document number is P99000050027.

Please return all correspondence regarding this matter to Gregory A. Chaires, Esq. via mail at 1936 Lee Road, Suite 101, Winter Park, Florida 32789 or via facsimile at (407) 691-0501.

Thank you for your assistance in this matter. Please feel free to contact me should you have any additional questions.

Sincerely,


Danielle S. Feuer

Enclosure

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
CFP PHYSICIANS GROUP, P.A.

CFP PHYSICIANS GROUP, P.A. (the "Corporation"), pursuant to Section 607.1006, Florida Statutes, does hereby file the following Articles of Amendment (the "Amendment"):

1. That the current number of authorized shares for the Corporation is Ten Thousand Shares (10,000) of common stock.
2. That effective upon the date of filing of this Amendment, Article IV of the Articles of Incorporation of CFP Physicians Group, P.A. is hereby amended to read as follows:

ARTICLE IV- CAPITAL STOCK

A. The maximum number of shares of capital stock that the Corporation has the authority to issue is One Thousand Shares of which One Hundred (100) shall be designated as Class A voting shares with a par value of one cent (\$.01) per share and the remaining Nine Hundred (900) shares shall be designated as Class B nonvoting shares with a par value of one cent (\$.01) per share. The currently existing common shares be reclassified as Class A and Class B in accordance with the issuance ratio authorized by the Board of Directors and Shareholders.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

3. That the foregoing amendment is adopted by all members of the Board of Directors and all shareholders of this Corporation, by a joint written action dated effective as of DEC. 31, 2004 pursuant to Sections 607.0821 and 607.0704, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment on the 31 day of DECEMBER 2004.


Steven H. Selznick, President

Prepared by Gregory A. Chaires, Esq.
Webster, Chaires & Partners, P.L.
1936 Lee Road, Suite 101
Winter Park, FL 32789
Florida Bar # 964808