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P99000060645

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BASIC AMENDMENT

ROBERT T. MAREMA, M.D., P.A.

RECEIVED
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Certificate of Status	0
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11/8/01 *Diane Chango*
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Amendment
DC

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROBERT T. MAREMA, M.D., P.A.**

The following provision of the Articles of Incorporation of ROBERT T. MAREMA, M.D., P.A., a Florida corporation ("Corporation"), filed with the Department of State on July 7, 1999, Charter Number P99000060645 be, and it is hereby, amended as shown below:

1. Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I - NAME

The name of this Corporation is:

BARIATRIC SURGERY CENTERS OF AMERICA, INC.

2. Article II of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

3. Article VIII of the Articles of Incorporation of this Corporation is amended by deleting it in its entirety and substituting in its place the following:

Article VIII - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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The foregoing amendments were adopted by a Corporate Action by all the Directors and all the Shareholders of this Corporation, dated November 7, 2001.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of November 7, 2001.

By: 

Robert T. Marema, M.D.,
President

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