



P99000106306

ACCOUNT NO. : 072100000032

REFERENCE : 520406 122833A

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 35.00

ORDER DATE : December 17, 1999

ORDER TIME : 10:53 AM

ORDER NO. : 520406-005

CUSTOMER NO: 122833A

CUSTOMER: Ms. Ann Zugarramurdi
Pediatrics Medical Group
1455 North Park Drive

Ft. Lauderdale, FL 33326

400003073724--7

DOMESTIC AMENDMENT FILING

NAME: SOUNDATA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED
99 DEC 17 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 17 AM 11:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. LEWIS DEC 17 1999

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SOUNDATA, INC.**

FILED
99 DEC 17 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

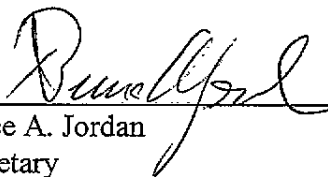
Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: Article III of the Certificate of Incorporation be and is hereby amended, effective December 16, 1999, to read as follows:

“The number of shares of stock that the Corporation has authority to issue is one hundred thousand (100,000) shares, all of which shall be common shares with a par value of One Cent (\$0.01) per share.”

THIRD: This amendment to the Articles of Incorporation was duly adopted by the sole shareholder of the Corporation by its written consent signed on the 15th day of December, 1999, in accordance with the provisions of the Florida Business Corporation Act.

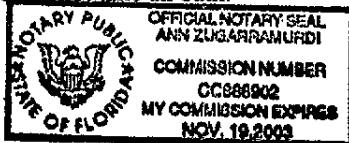
Signed this 16th day of December, 1999.

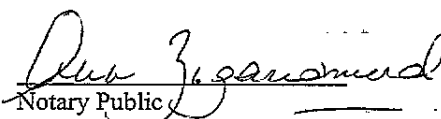


Bruce A. Jordan
Secretary

State of Florida)
) ss
County of Dade)

The foregoing instrument was acknowledged before me this 16th day of December, 1999, by Bruce A. Jordan, Secretary of SounData, Inc., a Florida corporation, who personally appeared before me, who is personally known to me, and who did not take an oath.





Notary Public
My Commission Expires
Commission #:

SOUNDATA, INC.

Written Consent of the Sole Shareholder
in Lieu of Meeting

The undersigned, being the sole shareholder of SOUNDATA, INC., a corporation organized under the laws of the State of Florida (the "Corporation"), does hereby consent to the adoption of the following resolutions in lieu of meeting:

WHEREAS, the Corporation wishes to increase the number of authorized shares from One Thousand (1,000) to One Hundred Thousand (100,000);

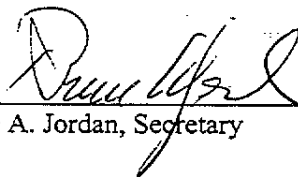
NOW, THEREFORE, it is hereby

RESOLVED, that the Corporation increase the number of authorized shares from One Thousand (1,000) to One Hundred Thousand (100,000) with a par value of One Penny (\$0.01); and it is further

RESOLVED, that the Secretary of the Corporation file with the Florida Secretary of State Articles of Amendment to Articles of Incorporation reflecting the increase in authorized shares.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of December 15th, 1999.

PEDIATRIX MEDICAL GROUP, INC.



Bruce A. Jordan, Secretary