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Amend.

G. Castellanos MAY 11 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 636929 7252960
AUTHORIZATION : *Patricia Pijet*
COST LIMIT : \$ 43.75

ORDER DATE : May 11, 2004
ORDER TIME : 12:23 PM
ORDER NO. : 636929-035
CUSTOMER NO: 7252960
CUSTOMER: - Ms. Luznery B. Cabrera
Linda Larrea, P.a.
Suite 111
2300 Coral Way
Miami, FL 33145

DOMESTIC AMENDMENT FILING

NAME: GALLOWAY MEDICAL PARK II CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

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CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GALLOWAY MEDICAL PARK II CORP.**

P99000110468

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Amendment I
Article III is hereby amended to read as follows:

Article III
Purpose

Limited Purpose. The entity's purpose shall be solely limited to (i) owning, holding, selling, leasing, transferring, exchanging, operating and managing the subject property, (ii) entering into the loan documents with Bank of America, N.A. (hereinafter referred to as the "Lender"), (iii) refinancing the subject property in connection with a permitted repayment of the loan from the Lender in the principal amount of \$11,775,000.00 (the "Loan") to Galloway Medical Park Associates, LTD., a Florida limited partnership and Galloway Medical Park Associates II, LTD., a Florida limited partnership (hereinafter collectively referred to as the "Borrower"), and (iv) transacting any and all lawful business for which an entity may be organized under its constitutive law that is incident, necessary and appropriate to accomplish the foregoing.

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SECOND: The date of each amendment's adoption: May 10, 2004

THIRD: Adoption of Amendment(s)

The amendment was adopted by the unanimous consent of the shareholders.

Signed this day 10 of May, 2004.

Signature

Lidia Cartaya

Lidia Cartaya, Vice-President