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BASIC AMENDMENT

PETER G. BALLAS II, M.D., INC.

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Amendment



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 2000

PETER G. BALLAS II, M.D., INC.
C/O DERMATOLOGY PARTNERS, INC.
3507 FRONTAGE ROAD SUITE 180
TAMPA, FL 33607

SUBJECT: PETER G. BALLAS II, M.D., INC.
REF: S00397

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IN THE CURRENT NAME PLEASE REMOVE THE COMMA AFTER "BALLAS". THIS SHOULD BE DONE EVERYWHERE IT APPEARS.

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Karen Gibson
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

PETER G. BALLAS II, M.D., INC.
C/O DERMATOLOGY PARTNERS, INC.
3507 FRONTAGE ROAD SUITE 180
TAMPA, FL 33607

SUBJECT: PETER G. BALLAS II, M.D., INC.
REF: S00397

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000037933
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
PETER G. BALLAS II, M.D., INC.**

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00 JUL 24 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006(1) and 607.1805 of the Florida Statutes, the Articles of Incorporation of Peter G. Ballas, II, M.D., Inc., a Florida corporation (the "Corporation") are hereby amended as follows for purposes of converting the Corporation from a business corporation governed by Chapter 607 of the Florida Statutes to a professional corporation governed by Chapter 621 of the Florida Statutes:

1. The name of the Corporation is Peter G. Ballas II, M.D., Inc.
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to

read as follows:

"Article I

Name

The name of the Corporation is: Peter G. Ballas II, M.D., P.A."

3. Article II of the Articles of Incorporation of the Corporation is hereby amended to

read as follows:

"Article II

Purpose

The Corporation is formed to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services."

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4. The foregoing amendment was adopted on July 12, 2000, by the written consent of the shareholders of the Corporation in accordance with the provisions of Sections 607.1003(6) and 607.0704 of the Florida Statutes. By such action, the shareholders of the Corporation have elected to bring the Corporation within the provisions of the Professional Service Corporation and Limited Liability Company Act.

5. The sole voting group entitled to consent in writing to these amendments is comprised of the holders of common stock, and the number of votes cast for the amendments by the written consent of that voting group was sufficient for approval by it.

6. The mailing address of the Corporation is hereby changed from c/o Dermatology Partners, Inc., 3507 Frontage Road, Suite 180, Tampa, FL 33607, to 16244 South Military Trail, 4002, Suite 290, Delray Beach, FL 33484.

7. On July 12, 2000, A. Keith Henthorne, Tom Dirks and Alan Weiner resigned as directors and officers of the Corporation, the shareholders of the Corporation elected Peter G. Ballas, II, M.D. as the sole director and the Board of Directors of the Corporation appointed Peter G. Ballas, II, M.D. as the president and secretary of the Corporation.

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IN WITNESS WHEREOF, the undersigned president of this Corporation has executed these Articles of Amendment to the Articles of Incorporation of Peter G. Ballas, II, M.D., Inc., on this 12th day of July, 2000.

PETER G. BALLAS II, M.D., INC.,
a Florida corporation

By: Peter G. Ballas II, M.D.
Peter G. Ballas, II, M.D., President

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