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S45627

FILED
00 JAN 20 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Reply to:
JEANNIE J. HARRIS
PARALEGAL
DIRECT LINE: (954) 764-7060 EXT. 208
INTERNET: tempfill@broadandcassel.com

January 17, 2000

VIA U.S. MAIL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Fort Lauderdale Renal Group, Inc.
Document No. S45627

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Fort Lauderdale Renal Group, Inc., and a check made payable to the Secretary of State in the amount of fifty-two dollars and fifty cents (\$52.50) for payment of the following:

1.	The filing fee for the Articles of Amendment	\$35.00
2.	One (1) certified copy of the Articles of Amendment	\$ 8.75
3.	A Certificate of Status	\$ <u>8.75</u>
	Total	\$52.50

After filing please send us the certified copy of the Articles of Amendment and the Certificate of Status in the enclosed addressed stamped return envelope.

*Amend
1-25-00
BKS*

Secretary of State
Division of Corporation
January 17, 2000
Page 2

Please do not hesitate to contact me should you have any questions.

Sincerely,

BROAD AND CASSEL

A handwritten signature in cursive script, reading "Jeannie J. Ha".

Jeannie J. Ha
Paralegal

JJH:
Enclosures

cc: Gabriel A. Valle, M.D.
Steve L. Waserstein, Esq.

BROAD AND CASSEL

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
00 JAN 20 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FORT LAUDERDALE RENAL GROUP, INC.

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:

1. Article III of the Articles of Incorporation of Fort Lauderdale Renal Group, Inc. ("Corporation") is hereby deleted in its entirety and replaced with the following:

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

2. Article IV of the Articles of Incorporation of Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE IV

The maximum number of shares of stock that Corporation is authorized to have outstanding at one time is 100 shares of voting common stock having \$.01 par value per share and 100 shares of non-voting common stock having \$.01 par value per share. The holder of voting common stock and non-voting common stock shall have identical preferences, limitations and rights except with respect to voting rights. A holder of voting common stock shall be entitled to one (1) vote for each share of voting common stock. A holder of non-voting common stock shall have no voting rights.

3. Article VIII of the Articles of Incorporation of Corporation is hereby deleted in its entirety.

4. Article X of the Articles of Incorporation of Corporation is hereby deleted in its entirety.

5. Article XI of the Articles of Incorporation of Corporation is hereby deleted in its entirety.

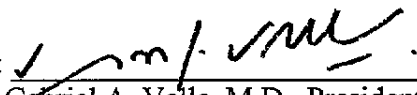
6. Prior to this Amendment, there is only one class of stock, common stock, issued and outstanding, and all owners of such stock are entitled to vote.

7. The foregoing Amendment was adopted by the shareholders, representing 100% of the total issued and outstanding stock of the Corporation entitled to vote, on the 16th day of December, 1999. The number of shares voting in favor of the foregoing amendment was sufficient for approval.

8. All of the Corporation's stock certificates will be cancelled and replaced with new stock certificates reflecting the above amendment.

The undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 16th day of December, 1999.

**FORT LAUDERDALE RENAL GROUP,
INC.**

By: 

Gabriel A. Valle, M.D., President