

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : WARD, DAMON & POSNER, P.A.
Account Number : 072262000447
Phone : (561)842-3000
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2002 MAR - 8 PM 5:00

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MERZER & FAINTUCH, M.D., P.A.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

Amendment
03/08/02 DC

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SECOND
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERZER & FAINTUCH, M.D., P.A.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopted the following Articles of Amendment to its Articles of Incorporation which were previously filed with the Secretary of State on June 20, 1991, effective July 1, 1991.

First: Article VI of the Corporation's Articles of Incorporation filed with the Secretary of State of Florida on June 20, 1991, shall be amended by deleting the existing provisions of Article VI - Capital Stock and by substituting the following:

ARTICLE VI
CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is Five Thousand (5,000) Shares, and the par value of each of such shares is One Dollar (\$1.00).

Second: This amendment was unanimously adopted by the Board of Directors and the Shareholders of the Corporation by Joint Written Consent to Action effective as of January 1, 2002, a copy of which Joint Written Consent to Action is attached hereto and made a part hereof.

Dated: 3/1, 2002

By [Signature]
Richard F. Merzer, President and Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Richard F. Merzer as President and Secretary of Merzer & Faintuch, M.D., P.A., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of March, 2002.

[Signature]
NOTARY PUBLIC

Print: CHARLOTTE HARDEN



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**JOINT WRITTEN CONSENT TO ACTION OF THE
SHAREHOLDERS AND DIRECTORS OF
MERZER & FAINTUCH, M.D., P.A.**

The undersigned, as all the members of the Board of Directors and all of the Shareholders of **MERZER & FAINTUCH, M.D., P.A.**, a Florida corporation (the "Corporation") unanimously agree, adopt, consent to, and order the following corporate actions pursuant to §607.0821 and §607.0704 of Florida Statutes:

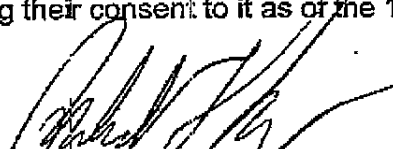
1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. Article VI of the Corporation's Articles of Incorporation filed with the Secretary of State of Florida on June 20, 1991, shall be amended by deleting the existing provisions of Article VI – Capital Stock and by substituting the following therefore:

ARTICLE VI – CAPITAL STOCK


The total number of shares of stock which the corporation shall have authority to issue is Five Thousand (5,000) Shares, and the par value of each of such shares is One Dollar (\$1.00).

3. The officers and directors of the Corporation are authorized and directed to file Articles of Amendment with Florida Department of State to reflect the foregoing Amendment.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors and all of the Shareholders of **MERZER & FAINTUCH, M.D., P.A.**, execute the foregoing corporate action for the purpose of giving their consent to it as of the 1st day of January, 2002.



RICHARD F. MERZER
Shareholder and Director



JACK FAINTUCH
Shareholder and Director