



V72790

ACCOUNT NO. : 072100000032

REFERENCE : 512227 4329904

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 87.50

ORDER DATE : August 28, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 512227-005

CUSTOMER NO: 4329904

CUSTOMER: Ms. Heather G. Ellis
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

FILED
97 AUG 28 PH 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: MITCHELL KARL, M.D., P.A.

EFFECTIVE DATE: 000002279760--9

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

8/28
Amended & Restated / MC.
[Signature]

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MITCHELL KARL, M.D., P.A.

FILED
97 AUG 28 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1007 of the Florida Statutes, Mitchell Karl, M.D., P.A., a Florida professional association (the "Corporation"), certifies that:

(1) The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on October 15, 1992.

(2) The Articles of Incorporation of the Corporation are restated as follows:

ARTICLE I
NAME

The name of the Corporation is amended to VIVRA HEART SERVICES
OF BOCA RATON , INC.

ARTICLE II
DURATION

This Corporation shall continue its existence perpetually.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

Jodi B. Laurence, Esq.
BROAD AND CASSEL
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Facsimile: (561) 483-7321
Florida Bar Number: _____

These Restated Articles of Incorporation were adopted by the Board of Directors of this corporation on August 7, 1997. The Shareholders unanimously approved this amendment on August 7, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7 day of August, 1997.

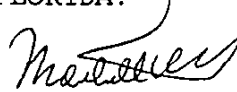


MITCHELL KARL, M.D., President

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT VIVRA HEART SERVICES OF BOCA RATON, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS
NAMED RICHARD POZEN, LOCATED AT
150 S. Pine Island Road, Plantation, Broward
COUNTY, FLORIDA, 33324, ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

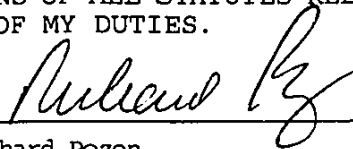


MITCHELL KARL, M.D.

President
TITLE

August 7, 1997
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Richard Pozen