

This instrument prepared by:

Ralph H. Smith II

✓ Johnston Barton Proctor & Powell LLP

2900 AmSouth/Harbert Plaza

1901 Sixth Avenue North

Birmingham, Alabama 35203-2618

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

HEART SOUTH CARDIOVASCULAR GROUP, P.C.



20030813000533370 Pg 1/3 15.00
Shelby Cnty Judge of Probate, AL
08/13/2003 15:28:00 FILED/CERTIFIED

Pursuant to the provisions of Section 10-2B-10.01, *et. seq.*, Code of Alabama 1975, Heart South Cardiovascular Group, P.C., an Alabama professional corporation (the "Corporation"), files these Articles of Amendment to its Articles of Incorporation.

(1)

The Name of the Corporation is:

Heart South Cardiovascular Group, P.C.

(2)

The Amendments adopted pursuant to the provisions of Section 10-2B-10.01, *et. seq.*, are as follows:

The Articles of Incorporation are amended to add Article IX and Article X, which read as follows:

“ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

The Corporation's Articles of Incorporation and Bylaws may be amended only by the affirmative vote of the holders of record of two-thirds (2/3) of the outstanding shares of the Corporation entitled to vote in respect thereof at an annual meeting or at any special meeting of the shareholders.

ARTICLE X

SUPERMAJORITY VOTING REQUIREMENTS

Subject to Article IX of the Articles of Incorporation, the shareholders of the Corporation shall have the authority to adopt or amend a bylaw that fixes a greater quorum or voting requirement than is required by the Alabama Business Corporation Act.”

(3)

The amendment was adopted by the shareholders in the manner prescribed by law on July 28, 2003.

(4)

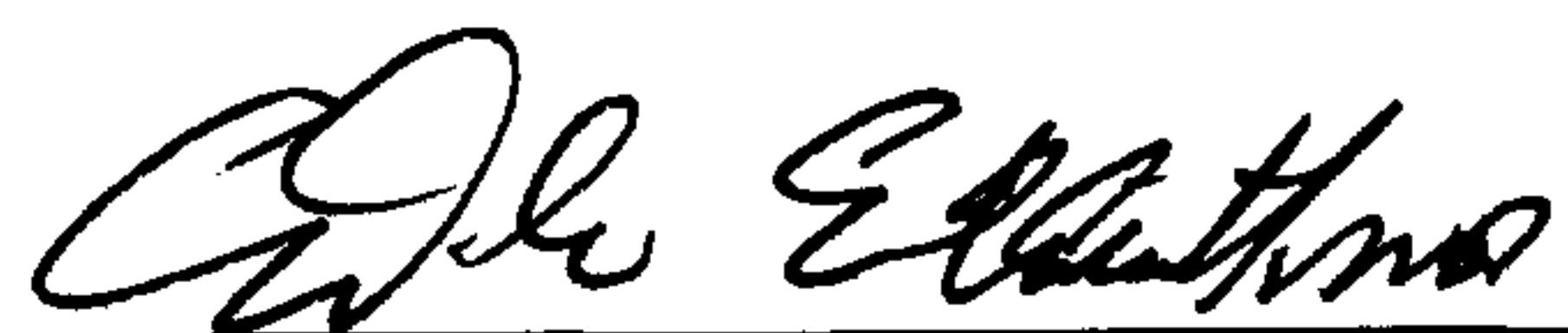
At the time the foregoing amendment was adopted, the number of shares outstanding was 500; the number of shares entitled to vote thereon was 500; and there was one class of shares only.

(5)

The number of shares voted for the amendment was 500, and no shares voted against the amendment.

EXECUTED as of the 31 day of July, 2003.

**HEART SOUTH CARDIOVASCULAR GROUP,
P.C., an Alabama professional corporation**


By: 
C. Dale Elliott
Its: President

STATE OF ALABAMA)

~~SHSLEY~~
JEFFERSON COUNTY)

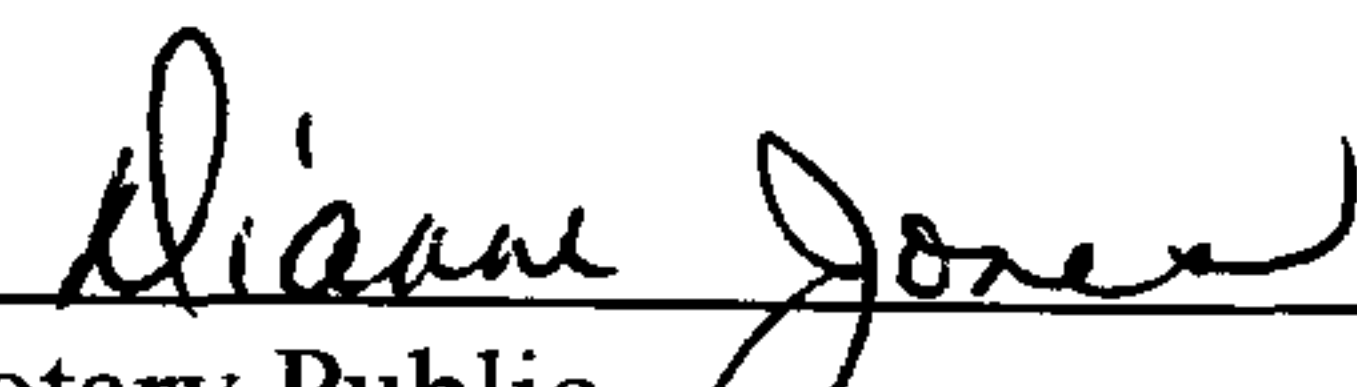
VERIFICATION

Before me the undersigned Notary Public personally appeared C. Dale Elliott, who first being duly sworn deposes and says that he is the President of Heart South Cardiovascular Group, P.C., and that he executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Heart South Cardiovascular Group, P.C., in such capacity, being duly authorized with respect thereto, and that the matters and things set out therein are true.



C. Dale Elliott, M.D.

SWORN to and subscribed
before me this 31
day of July, 2003.



Notary Public
My commission expires: 5/1/07