

This Instrument Prepared By:

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420 N. 20th Street, Suite 1600
Birmingham, Alabama 35203

**ARTICLES OF SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHELBY MEDICAL & SURGICAL EYE CENTER, P.C.**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY:

Pursuant to the provisions of Code of Alabama, §10-4-381 and §10-2B-10.06 (1994), the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

Shelby Medical & Surgical Eye Center, P.C.

2. The amendment so adopted is:

FIRST: Section 1 of the original Articles of Incorporation is hereby amended by deleting said Section in its entirety and substituting in lieu thereof the following:

"1. NAME. The name of the Corporation is Shelby Eye Center, P.C."

SECOND: Except as hereinabove amended, the Articles of Incorporation of the Corporation are continued in full force and effect.

3. The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously adopted by the sole shareholder and Board of Directors of the Corporation on August 10, 2004.

4. The amendment does not provide for an exchange, reclassification, or cancellation of shares.

5. The number of shares of the Corporation outstanding at the time of the adoption of the amendment was 1,000, and the number of shares entitled to vote thereon was 1,000.

6. The number of shares voted for such Amendment was 1,000, and the number of shares voted against such amendment was zero (0). The adoption of the amendment was accomplished by the consent of the sole shareholder and the sole director of the Corporation pursuant to Code of Alabama, §10-2B-7.04 and §10-2B-8.21 (1994).

This the 10th day of August, 2004.

SHELBY MEDICAL & SURGICAL EYE CENTER, P.C.

By Andrew Wilfred Everett
Andrew Wilfred Everett, M.D.
President

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Shelby Eye Center, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Laurel Swope, 420 N 20th St Ste 1600, Birmingham, AL 35203 for a period of one hundred twenty days beginning June 23, 2004 and expiring October 22, 2004.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 23, 2004

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State