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John Y. Brown III

Secretary of State

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Fee Receipt: \$40.00


ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KENTUCKY WOMEN'S HEALTH SERVICES, P.S.C.

Pursuant to the provisions of Section 271B.10-060 of the Kentucky Business Corporation Act, Kentucky Women's Health Services, P.S.C., a Kentucky professional service corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

- A. The name of the Corporation is Kentucky Women's Health Services, P.S.C.
- B. The Articles of Incorporation of the Corporation shall be amended to change the Corporation's name by amending Article I to read as follows:
 1. The name of the Corporation is Associates for Women's Care, P.S.C.
- C. The amendment was adopted on September 18, 2003.
- D. This amendment was proposed and recommended by the Board of Directors and approved by the shareholders. The common shares were the only voting group entitled to vote on the amendment; the number of outstanding common shares was one; the number of votes entitled to be cast was one; and the number of votes indisputably represented at the meeting was one. The total number of votes cast for the amendment was one, and the total number of votes cast against the amendment was zero.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its President on this 18 day of September, 2003.

Kentucky Women's Health Services, P.S.C.
a Kentucky professional service corporation

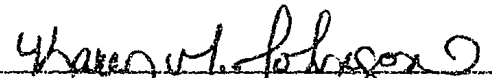
By: 
Elizabeth S. Campbell, M.D.
Its President

COMMONWEALTH OF KENTUCKY

COUNTY OF FAYETTE, to-wit:

The foregoing instrument was acknowledged before me on this 18th day of September, 2003, by Elizabeth S. Campbell, M.D., President of Kentucky Women's Health Services, P.S.C., a Kentucky professional service corporation, on behalf of the Corporation.

My commission expires: 1-26-07


NOTARY PUBLIC, State at Large, KY

PREPARED BY:

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