

Promedica, Inc.

Professional Carts and Support Accessories
5501 Airport Boulevard
Tampa, Florida 33634
813-889-9250 Fax: 813-886-9342
1-800-899-5278

M50387

December 3, 1997

Secretary of State
Attn: Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002367288--6
-12/09/97-01094--008
*****87.50 *****87.50

RE: Corporate Document #M50387

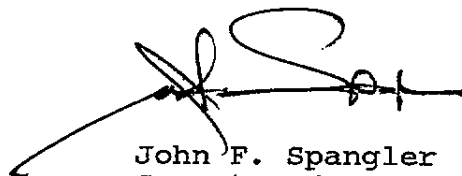
Gentlemen:

Enclosed you will find an amendment to the Articles of Incorporation for Promedica, Inc., formerly known as Sceptre Medical Inc., which are forwarded to you for appropriate filing and certification.

Enclosed you will also find our check in the amount of \$87.50 to cover the filing fee.

Please return one copy of the enclosed amendment appropriately indicating that it has been filed with your agency.

Cordially,



John F. Spangler
Secretary/Treasurer

Pmo
12/15/97

Enclosures

JFS/jfs

Certified Mail # Z305 713 743

Amend

FILED
97 DEC -9 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
PROMEDICA, INC.**

FILED
97 DEC -9 PM 12: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the stockholders and all of the directors of **PROMEDICA, INC.** whose articles of Incorporation were filed with the Secretary of State of the State of Florida on April 16, 1987, hereby manifest our intention that the said Articles of Incorporation be amended in accordance with the proposed amendment set forth herein, pursuant to the provisions of Section 607.1006 (3), Florida Statutes; and we do hereby request the approval thereof by the Secretary of State; and we do hereby certify that there are no other directors or stockholders in the said **PROMEDICA, INC.**

The provisions of Article IV of the Articles of Incorporation are hereby deleted in their entirety and the following inserted, as replacement therefor:

" Article IV

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each share having a par value of one cent (\$0.01). Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, is cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election."

IN WITNESS WHEREOF, this amendment to the Articles of Incorporation of PROMEDICA, INC. has been duly executed by the directors and stockholders of such corporation this 3rd day of December, 1997.

STOCKHOLDER

Andrew W. Schultz
Andrew W. Schultz

John F. Spangler
John F. Spangler

James T. Spann
James T. Spann

Promedica, Inc.

(Relating to stock held as security by M.Trout)
By: John F. Spangler, Secretary

DIRECTOR

Andrew W. Schultz
Andrew W. Schultz

John F. Spangler
John F. Spangler

James T. Spann
James T. Spann

The forgoing amendment having been adopted in accordance with the requirements of Chapter 607 of the Florida Statutes, the Corporation has caused its President and Secretary to execute on behalf of the corporation, these Articles of Amendment this 3rd day of December, 1997.

ATTEST: **PROMEDICA, INC.**

John F. Spangler
John F. Spangler, Secretary

James T. Spann
James T. Spann, President

STATE OF FLORIDA
HILLSBOROUGH COUNTY

The forgoing instrument was acknowledged before me this 3rd day of December, 1997 by James T. Spann, President and John F. Spangler, Secretary of PROMEDICA, INC., a Florida corporation, on behalf of the corporation.



REBECCA G. CALE
My Comm Exp. 6/27/99
Bonded By Service Ins
No. CC474291

☒ Personally Known ☐ Other I.D.

Rebecca A. Cale
Notary Public

My commission expires: 6/27/99