

P98000008210

GILLIGAN, KING & GOODING, P.A.

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PATRICK G. GILLIGAN
W. JAMES GOODING III
WILLIAM ALLAN KING

January 2, 2002

Via Overnight Courier

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Amendment

Dear Sir:

ment #)

ment #)

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-01/03/02--01031--007
****105.00 *****35.00

We are enclosing the following:

1. Concerning Medero Medical Holdings, Inc.:
 - a. Articles of Amendment to Articles of Incorporation of Medero Medical Holdings, Inc. (Name Being Changed to Medero Medical Properties, Inc.).
 - b. Affidavit confirming that name "Medero Medical Holdings, Inc." should be available to another corporation (see below).
2. Concerning A Healthy Workplace, P.A.:
 - a. Articles of Amendment to Articles of Incorporation of A Healthy Workplace, P.A. (Name Being Changed to Medero Medical Holdings, Inc.).
 - b. Statement of Change of Registered Office or Registered Agent or Both for Corporations.
3. Our firm's check in the amount of \$105.00. (Two amendments and one registered agent change).

If you have any questions, please contact my office.

Sincerely,

GILLIGAN, KING & GOODING, P.A.

W. James Gooding III

WJG:ksh

Enclosures

E:\JG\Medero\Correspondence\Letter to Secretary of State 01-02-02.doc

RA CRG.

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JAN 15 2002

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 03 11:18

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statute, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Medero Medical Holdings, Inc. (Name previously was A Healthy Workplace, P.A.).
2. The mailing address of the corporation: 1109 SW 10th Street, Ocala, Florida 34470.
3. Date of incorporation/qualification: January 21, 1998; Document number: P98000008210
4. The name and address of the current registered agent and office:

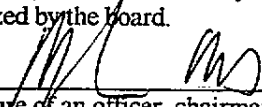
Jeffery M. Fuller
100 North Tarp Street, Suite 2650
Tampa, Florida 33602

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Mario Medero, M.D.
1109 SW 10th Street
Ocala, Florida 34470

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

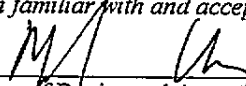
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

December 18, 2001
(Date)

Mario Medero, as President and Sole Director
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

December 18, 2001
(Date)

If signing on behalf of an entity:

Mario Medero MD President
(Typed or Printed Name) (Capacity)

* * * FILING FEE: \$35.00 * * *

CR2E045(9/00)
DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL 32314

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