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Fax Number : (850)922-4000

From:
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

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BASIC AMENDMENT
MEDICAL FIRST, INC.

Certificate of Status	0
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Amendment

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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
MEDICAL FIRST, INC.

The name of the Corporation is **MEDICAL FIRST, INC.**

The undersigned certifies on behalf of the Corporation, that pursuant to the authority contained in its Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), and in accordance with the provisions of §607.0602(4) of the Florida Business Corporation Act (the "Act"), the Board of Directors of the Corporation by unanimous written consent dated July 19, 1999 pursuant to Section 607.0821 of the Act, duly approved and adopted the following resolution, which resolution is effective without approval of the Corporation's shareholders pursuant to Section 607.0602(4) of the Act and remains in full force and effect on the date hereof:

RESOLVED, the Board of Directors does hereby designate, create, authorize and provide for the issue of a class of preferred stock having a par value of \$.01 per share, which shall be designated as Class A Senior Convertible Preferred Stock (the "Preferred Stock"), consisting of 10,000 shares having the following voting powers, preferences and other special rights, qualifications, limitations and restrictions:

1. Dividends. The holders of record of the Preferred Stock shall be entitled to dividends at a cumulative, compounded annual rate of interest equal to eight percent (8%) per annum from the date of issuance on the purchase price of issued and outstanding amount of Preferred Stock, which interest shall be payable annually upon the anniversary of the date of issuance of the Preferred Stock. The holders of the Preferred Stock shall not be entitled to participate on a pro rata basis with the holders of any or all of the issued and outstanding shares of stock of the Corporation in any dividends declared by the Corporation on the Common Stock. The determination of the Board of Directors of the Corporation at any time as to the amount of funds of the Corporation legally available for the payment of dividends shall be binding and conclusive on the holders of all of the issued and outstanding shares of stock of the Corporation, including the Preferred Stock. Any dividend declared with respect to the Preferred Stock shall accrue and shall be cumulative from the date of issue. No dividend shall be paid or set apart for payment on the Corporation's Common Stock or on the stock of any class or series which by its terms ranks junior to the Preferred Stock, nor shall any distributions be made on the Common Stock or on any stock of any class or series which by its terms ranks junior to the Preferred Stock, unless full cumulative dividends on all shares of Preferred Stock shall have been paid, or a sum sufficient for payment thereof shall have been set aside. Holders of Preferred Stock shall not be entitled to any dividends other than the dividends provided for in this paragraph.

2. Conversion.

(a) The holders of record of Preferred Stock shall have the right, at their option, to convert all (and not less than all) of the shares of Preferred Stock owned by them into fully paid and nonassessable shares of Common Stock of the Corporation on the basis of ten (10) shares of Common Stock for each share of Preferred Stock at any time. Upon such conversion, all accrued and unpaid dividends with respect to shares of Preferred Stock being converted shall also be

converted into fully paid and nonassessable shares of Common Stock of the Corporation on the basis of one (1) share of Common Stock for each \$5.00 of accrued and unpaid dividends. No fractional shares of Common Stock shall be issued, and the Corporation shall pay in cash the amount of any accrued and unpaid dividends of less than \$5.00 which is not converted to Common Stock.

(b) In order to exercise the conversion right, the holder of any shares of Preferred Stock to be converted shall surrender the certificate or certificates representing such shares for conversion to the Corporation and shall give written notice to the Corporation that the holder elects to convert such shares of Preferred Stock. Such notice shall also state the name or names (with address and taxpayer identification numbers) in which the certificate or certificates representing shares of Common Stock which shall be issuable upon conversion shall be issued. Any certificate for Preferred Stock surrendered for conversion shall, whether or not the certificate or certificates representing the shares issuable upon conversion are to be issued in the same name as the record holder of such certificate, be duly endorsed by, or be accompanied by instruments of transfer in a form satisfactory to the Corporation duly executed by the record holder or its duly authorized attorney. As soon as practicable after the receipt of the certificates representing the shares surrendered for conversion, accompanied by the requisite notice, the Corporation shall issue and deliver to the record holder of the shares so surrendered for conversion, or on its written order, certificate or certificates for the number of shares of Common Stock issuable upon conversion of such shares of Preferred Stock. Such conversion shall be deemed to have been effected on the date on which the Corporation shall have received such certificates representing shares of Preferred Stock and such notice, and the person or persons in whose name or names the certificate or certificates for Common Stock of the Corporation shall be issuable upon conversion shall be deemed to have become on such date the holder or holders of record of the shares of Common Stock represented thereby; provided, however, that any such surrender on any date when the stock transfer books of the Corporation shall be closed shall not be deemed to constitute the person or persons in whose name or names the certificates for such Common Stock of the Corporation are to be issued as the record holder or holders of the shares represented thereby for any purpose until the close of business on the next succeeding day in which such stock transfer books shall be open.

(c) In case of any capital reorganization, reclassification of the Common Stock (including any such reclassification in connection with a consolidation or merger in which the Corporation is the continuing corporation), consolidation of the Corporation with or merger of the Corporation with or into any other corporation (other than a consolidation or merger in which the Corporation is the continuing corporation) or the sale of properties and assets of the Corporation as, or substantially as, an entirety to any other corporation, the record holder of each share of Preferred Stock then outstanding shall have the right after such reorganization, reclassification, consolidation, merger or sale to convert such share into the kind and amount of shares of stock or other securities or property which the Common Stock issuable (at the time of such reorganization, reclassification, consolidation, merger or sale) upon conversion of such shares of Preferred Stock would have been entitled to receive upon the reorganization, reclassification, consolidation, merger or sale if such Preferred Stock had been converted immediately prior to the effective date of such reorganization, reclassification, consolidation, merger or sale. The provisions of this subsection (c) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers or sales.

(d) In the event that the Corporation shall at any time subdivide or combine its outstanding shares of Common Stock into a greater or lesser number of shares or pay a stock dividend or make a distribution of shares of Common Stock with respect to Common Stock, then the

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number of shares of stock issuable upon conversion of the Preferred Stock shall be proportionately increased in the case of subdivision or payment of such dividend or distribution or decreased in the case of combination, effective at the close of business on the date when such subdivision or combination shall become effective, or in the case of a dividend or distribution, effective at the close of business on the record date of the determination of the holders of the Common Stock entitled to such dividend or distribution.

(e) The Corporation shall, so long as any of the Preferred Stock is outstanding, reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all shares of Preferred Stock then outstanding. The Corporation shall from time to time increase its authorized Common Stock and take such other actions as may be necessary to permit the issuance from time to time of the shares of Common Stock as fully paid and nonassessable shares, upon conversion of the Preferred Stock as provided herein.

(f) Immediately prior to consummation of an underwritten initial public offering of the Corporation's Common Stock pursuant to a registration statement under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission, the holders of the Preferred Stock will be required to convert all shares of said Preferred Stock in accordance with the terms hereof.

3. Voting Rights. Each holder of Preferred Stock shall be entitled to one vote for each share of Preferred Stock held of record on all matters on which Shareholders generally are entitled to vote.

4. Liquidation. The liquidation value of shares of the Preferred Stock shall be equal to the purchase price paid for such shares to the Corporation by the original holders of such shares (the "Liquidation Value"). The Liquidation Value for each share of Preferred Stock shall be confirmed by resolutions adopted by the Board of Directors in connection with the issuance of any such shares. In the event of a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive in cash out of the assets of this Corporation legally available for distribution to the Shareholders, before any amount shall be paid to the holders of Common Stock, an amount equal to the Liquidation Value of the shares of Preferred Stock owned by them, plus an amount equal to all declared and unpaid dividends thereon, if any. If the distributable assets are insufficient to make such payment in full to the holders of all outstanding shares of Preferred Stock, holders of the Preferred Stock shall be entitled to payment of the respective Liquidation Value of their shares pro rata.

5. No Senior Class. The Corporation shall not establish any series or class of preferred stock with rights and preferences senior to the Preferred Stock so long as any shares of Preferred Stock are issued and outstanding.

The foregoing Amendment to the Corporation's Amended and Restated Articles of Incorporation is filed pursuant to Section 607.1006 of the Act and was duly adopted by the unanimous written consent of the Corporation's Board of Directors without a meeting pursuant to Section 607.0821 of the Act and is effective without approval of the Corporation's shareholders pursuant to Section 607.0602(4) of the Act.

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IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed these Articles of Amendment this 20 day of July, 1999.

MEDICAL FIRST, INC.

By: 
Name: Vilma D. Quintana
Title: Vice President

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