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December 1, 2000

VIA U.S. MAIL

Secretary of State
Amendments Filing Section
P.O. Box 6327
Tallahassee, FL 32314

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-12/04/00--01123--007
*****43.75 *****43.75

Re: Paul E. Dermer, M.D., P.A.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation ("Amendment") of Paul E. Dermer, M.D., P.A. Also enclosed is a check made payable to the Department of State in the amount of \$43.75 for payment of the following:

1.	Amendment Filing fee	\$35.00
2.	Certified copy of the Amendment	8.75
		<hr/>
		Total <u>\$43.75</u>

After the Amendment has been filed, please forward the certified copy of the Amendment to our office in the enclosed stamped return envelope as soon as possible.

Please call me if you have any questions.

Sincerely,

BROAD AND CASSEL

Jeannie J. Ha

Jeannie J. Ha, Paralegal

*AK Amend
12-12-00
JHS*

FILED
00 DEC -4 PM 12:04
TALLAHASSEE, FLORIDA

JJH:

Enclosures

cc: Ronald Dermer, Personal Representative
Steve L. Wasserstein, Esq. (w/o enclosures)

BOCA RATON • FT. LAUDERDALE • MIAMI • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PAUL E. DERMER, M.D., P.A.

FILED
00 DEC -4 PM 12:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Professional Service Corporation and Limited Liability Company Act, this Florida professional service corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation of Paul E. Dermer, M.D., P.A. ("Corporation") is hereby deleted in its entirety and replaced with the following:

ARTICLE I

The name of the corporation is **Paul E. Dermer, Inc.** (the "Corporation").

2. Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

3. Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III

The Corporation is authorized to issue 1,000 shares of common stock of \$.01 par value per share.

4. Article V of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

5. Article VII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

6. Article XIV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

7. Article XV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

8. The foregoing Amendment was adopted by the Corporation's sole shareholder, through an Action Without a Meeting of the Sole Shareholder, representing 100% of the total issued and outstanding stock of the Corporation entitled to vote, on the 29th day of November, 2000. The number of shares voting in favor of the foregoing amendment was sufficient for approval.

9. All of the Corporation's stock certificates will be cancelled and replaced with new stock certificates reflecting the above amendment.

10. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

The undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 29th day of November, 2000.

PAUL E. DERMER, M.D., P.A.

BY: 
RONALD DERMER, PRESIDENT