

466979

Florida Department of State
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ANESTHESIA ASSOCIATES OF PINELLAS COUNTY, P.A.

(Document Number of Corporation: 466979)

Pursuant to Section 607.1006 of the Florida Business Corporation Act, ANESTHESIA ASSOCIATES OF PINELLAS COUNTY, P.A. adopts these Articles of Amendment:

FIRST: Article IV of the corporation's Articles of Incorporation as previously is deleted entirety and the following is substituted in lieu thereof:

ARTICLE IV

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$0.10 per share and divided into 50,000 shares of Class A common stock and 50,000 shares of Class B common stock. The Class A common stock is voting stock and the Class B common stock is non-voting stock. The voting power of this Corporation shall be vested solely in the Class A common stock. Holders of shares of the Class A common stock shall be entitled to one vote for each share of common stock. There shall be no cumulative voting in the election of directors. Other than voting differences, the Class A common stock and the Class B common stock have identical economic rights including dividends and distributions (operating and liquidating) and shall have the same preferences, limitations and relative rights, on a share for share basis.

The shares held by all shareholders as of June 30, 2007 shall become Class A common stock on July 1, 2007, and effective July 1, 2007, each such Class A shareholder shall receive a number of Class B shares equal to one-third the number of Class A shares that each such shareholder owns.

SECOND: The foregoing amendment to Article IV was adopted and approved by the Board of representing the only class of shareholders entitled to vote on the proposed amendment, in a joint meeting. The Board of Directors and shareholders desire this amendment to be effective for all purposes as of July 1, 2007. Any and all shares of stock issued on or after July 1, 2007 consistent with this amendment, but before the date of the filing of this amendment, are hereby accepted and ratified as the stock of the corporation.

THIRD: The foregoing amendment will become effective when these Articles of Amendment are filed with the Florida Department of State.

EXECUTED effective July 1, 2007:

ANESTHESIA ASSOCIATES OF
PINELLAS COUNTY, P.A.

By: 
Scott Mantell, President

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