

476974



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 154940 4346980

AUTHORIZATION : Patricia Puyet

COST LIMIT : \$ 43.75

ORDER DATE : March 3, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 154940-005

CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardoch
Kalish & Ward
101 East Kennedy Boulevard
4100 Barnett Plaza
Tampa, FL 33602

300002793313--1

Armed

RECEIVED

99 MAR -3 PM 12:19

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: PUPELLO, BESSONE AND LOPEZ-
CUENCA, M.D.'S, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED
99 MAR -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DDR
3/4/99

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PUPELLO, BESSONE AND LOPEZ-CUENCA, M.D.'s, P.A.**

99 MAR -3 PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PUPELLO, BESSONE AND LOPEZ-CUENCA, M.D.'s, P.A., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on June 1, 1975 and were subsequently amended on December 14, 1983, August 18, 1987, March 7, 1991, March 26, 1996, and May 19, 1998.

2. The amendment to the Articles of Incorporation being effected hereby will completely delete section (a) of Article III of the Articles of Incorporation as of the date hereof, and will substitute in that place the section (a) of Article III set forth below. As amended below, section (a) of Article III of the Articles of Incorporation has the sole effect of authorizing for issuance an additional 19,000 shares of Class A voting common stock in the Corporation.

3. This amendment to the Articles of Incorporation was approved and adopted by the Board of Directors and the shareholders of the Corporation, and the number of votes cast for the amendment by the shareholders was sufficient for approval. The date of adoption of the amendment was October 21, 1998.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, section (a) of Article III of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE III

(a) The maximum number of shares of capital stock the corporation is authorized to issue and have outstanding at any one time shall be 20,000 shares of Class A Voting Common Stock having a par value of \$1.00 per share and 1,000,000 shares of Class B

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Non-voting Common Stock having a par value of \$.01 per share. Each of the shares of Class A Voting Common Stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of the Class B Non-voting Common Stock shall have no voting rights. Each share of Class A Voting Common Stock and of Class B Non-voting Common Stock shall participate equally with every other share of common stock in all dividends paid by this corporation and in the assets of the corporation upon its liquidation or dissolution.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 21st day of October, 1998.

PUPELLO, BESSONE AND LOPEZ-CUENCA,
M.D.'s, P.A.

By: 

Dennis F. Pupello, M.D., President