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August 23, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

500002969249-8
-08/25/99-01016-001
*****43.75 *****43.75

Re: Michael O. Abdoney, P.A.

Dear Sir/Ma'am:

Enclosed please find original Amendment to Articles of Incorporation for the above-captioned corporation, along with our firm check in the amount of \$43.75 to cover the following:

Filing Fee	\$35.00
Certified Copy Fee	<u>8.75</u>
	\$43.75

We would appreciate your filing the Amendment, certifying a copy, and returning the certified copy to us.

Thank you for your assistance.

Sincerely,

E. Jackson Boggs

*Amend
8-31-99
EJB*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 25 PM 2:06

FILED

EJB\dlb\3025
Enclosures

AMENDMENT TO ARTICLES OF INCORPORATION

OF

MICHAEL O. ABDONEY, P.A.

FILED
99 AUG 25 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of MICHAEL O. ABDONEY, P.A., were filed with and approved by the Secretary of State of the State of Florida on the 9th day of November, 1967; and

WHEREAS, an Amendment to the Articles of Incorporation of MICHAEL O. ABDONEY, P.A. was filed with and approved by the Secretary of State of the State of Florida on the 5th day of January, 1988; and

WHEREAS, it is the intention of the sole director and both of the stockholders of MICHAEL O. ABDONEY, P.A., that the Articles of Incorporation of MICHAEL O. ABDONEY, P.A. be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by the sole director of MICHAEL O. ABDONEY, P.A., pursuant to the provisions of Florida Statutes, Section 607.0821, on the 11 day of August, 1999; and

WHEREAS, the proposed amendment was approved and adopted by both of the stockholders comprising the only voting group of stockholders of MICHAEL O. ABDONEY, P.A., pursuant to the provisions of Florida Statutes, Section 607.0704, on the 11th day of August, 1999; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of MICHAEL O. ABDONEY, P.A. are hereby amended, by deleting in its entirety the present Article III and by substituting therefor the following, to-wit:

"ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 500,000 shares of common capital stock having a par value of \$.01 per share of which (i) 5,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 495,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of MICHAEL O. ABDONEY,

