

600348

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DRS. ELLIS, ROJAS, ROSS & DEBS, INC.**

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TAMPA, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
THE ARTICLES OF INCORPORATION
OF
DRS. ELLIS, ROJAS, ROSS & DEBS, INC.**

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act, DRS. ELLIS, ROJAS, ROSS & DEBS, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is DRS. ELLIS, ROJAS, ROSS & DEBS, INC. (hereinafter called the "Corporation") and the document number of the Corporation is 600348.

2. Article VII of the Corporation's Articles of Incorporation is deleted in its entirety and replaced with the following new Article VII:

ARTICLE VII – NUMBER OF DIRECTORS

This Corporation shall be managed by a Board of Directors and shall have two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than two (2) nor more than fifteen (15).

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged.

4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted by the written consent of the sole Shareholder, the number of votes cast for the amendment was sufficient for approval, pursuant to Section 607.0704 of the Florida Business Corporation Act.

5. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment as of this 11th day of July, 2014.

DRS. ELLIS, ROJAS, ROSS & DEBS, INC.

By


Jay A. Martus

Executive Vice President and Secretary

**WRITTEN CONSENT BY THE SOLE SHAREHOLDER
OF
DRS. ELLIS, ROJAS, ROSS & DEBS, INC.**

The undersigned, being the sole shareholder (the "Shareholder") of **DRS. ELLIS, ROJAS, ROSS & DEBS, INC.**, a Florida corporation (the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, does hereby consent that, upon execution of this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Shareholder of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned does hereby waive all formal requirements, including the necessity of holding a meeting, waives any notice and directs that this action be filed with the records of the Corporation:

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation is deleted in its entirety and replaced with the following new Article VII:

ARTICLE VII – NUMBER OF DIRECTORS

This Corporation shall be managed by a Board of Directors and shall have two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than two (2) nor more than fifteen (15).

RESOLVED, that the Corporation shall cause to be filed with the Florida Secretary of State the Articles of Amendment to the Corporation's Articles of Incorporation reflecting the foregoing resolution.

FURTHER RESOLVED, that any officer of the Corporation is authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute and deliver any and all documents and instruments and take any and all other actions necessary or desirable to effectuate the intent and purpose of the foregoing resolutions.

FURTHER RESOLVED, that any and all lawful actions heretofore taken by any officer or authorized person within the terms of the foregoing resolutions, be and hereby are, ratified, confirmed, approved and authorized in all respects as the acts and deeds of the Corporation.

FURTHER RESOLVED, that any party receiving an executed copy, a facsimile or an electronic transmission by e-mail, or similar medium in a PDF or comparable format which contains an electronic image of the document and requisite signatures of these resolutions, may rely hereon.

IN WITNESS WHEREOF, the undersigned has executed this written consent to action on behalf of the sole Shareholder of the Corporation as of this 11th day of July, 2014.

SHAREHOLDER:

SHERIDAN HEALTHCORP, INC.

By: _____

Jay A. Martus

Executive Vice President & Secretary