

645491



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE *Return Paid* 860020-005 4331939

AUTHORIZATION :

COST LIMIT : ~~\$ 35.00~~ *70<sup>00</sup> per* 43.75

ORDER DATE : June 17, 1998

ORDER TIME : 3:05 PM

ORDER NO. : 860020-005

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

*Name  
Change &  
Amend*

300002563363--4

DOMESTIC AMENDMENT FILING

NAME: DRS. RODGERS, WHITE & SMTIH  
M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: *DOH*

FILED  
98 JUN 17 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JUN 17 PM 3:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*6/18/98*  
*00664*  
*860020, 00624, 00672*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 18, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: DRS. RODGERS, WHITE & SMITH, M.D., P.A.  
Ref. Number: 645491

**RESUBMIT**

Please give original  
submission date on file date

We have received your document for DRS. RODGERS, WHITE & SMITH, M.D., P.A. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 498A00033841

RECEIVED  
98 JUN 19 AM 9:52  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
DRS. RODGERS, WHITE & SMITH, M.D., P.A.  
(a Florida corporation)**

FILED  
98 JUN 17 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, John L. Rodgers, M.D. and Virginia A. White, M.D., the President and Secretary, respectively, of DRS. RODGERS, WHITE & SMITH, M.D., P.A., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were duly filed with the Department of State of the State of Florida on November 19, 1979, as amended, DO HEREBY CERTIFY:

1. The name of the Corporation is **DRS. RODGERS, WHITE & SMITH, M.D., P.A.**
2. The Articles of Amendment to the Articles of Incorporation of DRS. RODGERS, WHITE & SMITH, M.D., P.A. have been duly adopted by written consent executed by all of the shareholders and all of the directors of the Corporation as of the 12th day of June, 1998, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.
3. Upon the filing of these Articles of Amendment to Articles of Incorporation, the Corporation shall be converted from a Professional Service Corporation to a corporation within the meaning of the Florida Business Corporation Act, and the Corporation shall be subject to the provisions of Chapter 607 of the Florida Statutes.
4. The Articles of Incorporation are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE I - NAME**

The name of the Corporation is **DRS. RODGERS, WHITE & SMITH, M.D., INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share. The Shareholders of the Corporation shall have no preemptive rights under Section 607.0630 of the Florida Business Corporation Act or other similar or previous or future law.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 1000 36<sup>th</sup> Street, Vero Beach, Florida 32960.

**ARTICLE IV - BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation.

**ARTICLE V - REGISTERED AGENT**

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at that address is Corporation Service Company.

**ARTICLE VI - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

**ARTICLE VII - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Articles of Incorporation of DRS. RODGERS, WHITE & SMITH, M.D., P.A. this 12th day of June, 1998.

JOHN L. RODGERS, M.D., President

Virginia A. White M.D.  
VIRGINIA A. WHITE, M.D., Secretary

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JOHN L. RODGERS, M.D., President

\_\_\_\_\_  
VIRGINIA A. WHITE, M.D., Secretary

**CONSENT OF REGISTERED AGENT  
OF  
DRS. RODGERS, WHITE & SMITH, M.D., INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the registered agent of DRS. RODGERS, WHITE & SMITH, M.D., INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

**CORPORATION SERVICE COMPANY**  
Registered Agent

By: Laura R. Dunlap  
It's agent, Laura R. Dunlap