

TBN

of TN, Inc.

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FILED

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

December 8, 1999

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-12/17/99-01041-009  
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Division of Corporations  
ATTN: Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

VIA CERTIFIED MAIL

Re: Articles of Amendment

Dear Amendment Section:

Enclosed is an original and one copy of various Articles of Amendment and a check for each amendment. Please return a file stamped copy to my attention.

Please call me at the number below if you have any questions.

Sincerely,

*Carol Dickey*

Carol Dickey  
Paralegal

*Amend  
1-5-00  
DWS*

enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

Soleus Healthcare Services of Florida, Inc.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The Articles contained in Exhibit A attached hereto are hereby added to the Articles of Incorporation.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

**THIRD:** The date of each amendment's adoption: November 12, 1999

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)



The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.



The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"



The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.



The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this \_\_\_\_\_ day of December, 19 99

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Paul S. Winters  
Typed or printed name

Secretary

Title


## EXHIBIT A

### Article

Notwithstanding any bylaw provisions to the contrary, the Board of Directors shall consist of five directors, designated as the Class A Director, the Class B Director, the Class C Director, the Class D Director, and the Class E Director. The Class A Director shall be Stephen H. Winters. The Class B Director shall be appointed from time to time by Stephen H. Winters or Paul S. Winters in their sole and absolute discretion; provided, however, the Class B Director shall be a person who (a) is not related to the Company's shareholders by blood or marriage, and (b) is not nor has been an employee of or consultant to the Company. The Class C Director shall be appointed from time to time by National Century Financial Enterprises, Inc., in its sole and absolute discretion. The Class D Director shall be appointed from time to time by agreement of the Class A Director and the Class C Director; provided, however, that until he resigns or is removed, John Miller shall be the Class D Director. The Class E Director shall be appointed from time to time by a majority vote of the Class A Director, the Class C Director and the Class D Director; provided, however, the Class E Director shall be a person who (a) is not related to the Company's shareholders by blood or marriage, and (b) is not nor has been an employee of or consultant to the Company. The Class B Director may not be appointed until the Class E Director is appointed. During any period in which a vacancy in the office of the Class E Director exists, the Class B Director shall have no voting rights and shall not be counted towards any quorum with respect to any matter presented to the Board. The Class A Director may be removed only by the Company's shareholders. The Class B Director may be removed by either (a) Stephen H. Winters or



Paul S. Winters or (b) a majority vote of the Class C Director, Class D Director and the Class E Director. The Class C Director may be removed only by National Century Financial Enterprises, Inc. The Class D Director may be removed only by the unanimous vote of the Class A Director and the Class C Director. The Class E Director may be removed only by the majority vote of the Class A Director, the Class C Director and the Class D Director. Any vacancies on the Board of Directors may only be filled by the person or persons who are authorized hereby to appoint such Directors. All Directors shall be appointed until they are removed in accordance herewith or they resign. The Members of the Board cannot be removed by the Company's shareholders until the first to occur of : (a) the entry of an order of the United States Bankruptcy Court for the Western District of Tennessee, Western Division (the "Court") removing any Director at the request of the Company's shareholders; (b) the confirmation of a Plan of Reorganization with respect to the Company; or (c) the termination of the period in which the Company has the exclusive right to file a Plan of Reorganization with such Court, which such period shall include the confirmation process. No provision of this Article may be amended or repealed without the approval of the Court, or until the Company has had its Plan of Reorganization confirmed by such Court. Notwithstanding the foregoing, this Article may be amended or repealed in the event the Proposed Order Resolving Disputes, Allowing Debtors to Sell Accounts Receivable and to Incur Post-Petition Debt Under U.S.C. Section 364 And Granting Superpriority Liens, attached to the Joint Motion to Approve Terms of Continued Funding, Settlements and Related Matters, is not entered by the Court, recognizing, however, that said Proposed Order is subject to modification prior to entry.



## Article

Notwithstanding any bylaw provisions to the contrary, (a) no Director shall have liability to the Company or its shareholders for any action taken or failed to be taken in such person's capacity as a Director after the adoption of this Article and appointment of such Director pursuant hereto, except for actions based upon the gross negligence or intentional wrongdoing by such Director, and (b) National Century Financial Enterprises, Inc., shall have no liability to the Company or its shareholders for any action taken or failed to be taken by the Class C Director. No provision of this Article may be amended or repealed, except with the approval of the Court or upon confirmation of a plan of reorganization by such Court or upon the termination of the period during which the Company has the exclusive right to file a Plan of Reorganization with such Court. In no event, however, may this Article be amended or repealed to deny any person or entity the protections provided hereby without the consent of such person or entity.

