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December 18, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Department of Amendments
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Shirer & Gutierrez, M.D., P.A.

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Two original of Articles of Amendment to Articles of Incorporation submitted for filing; and
2. A check in the amount of \$87.50 (\$35.00 for filing fee and \$52.50 for one certified copy of the Articles of Amendment).

Kindly file the enclosed documents as soon as possible and return a certified copy to me at the earliest practicable date. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,


Robert J. Gronek

RJG/cc
Enclosures

Amend. N.C.
12-30-97
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHIRER & GUTIERREZ, M.D., P.A.

FILED
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DIVISION OF CORPORATIONS
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PURSUANT TO §607.1003 of the Florida Business Corporation Act (the "Act"), the undersigned, **SHIRER & GUTIERREZ, M.D., P.A.** (the "Corporation"), a corporation formed pursuant to the Professional Service Corporation and Limited Liability Company Act (the "Professional Service Act"), hereby adopts and files the following Articles of Amendment to its Articles of Incorporation:

ARTICLE FIRST: The name of the Corporation is **SHIRER & GUTIERREZ, M.D., P.A.**

ARTICLE SECOND: Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is hereby replaced and superseded by the following new Article I:

ARTICLE I

The name of the corporation shall be Mid-Florida Dermatologists, M.D., P.A.

ARTICLE THIRD: Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is hereby replaced and superseded by the following new Article IV:

ARTICLE IV

A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, (i) Class A Voting Common Stock with a par value of one cent (\$0.01) per share ("Class A Shares"), and (ii) Class B Voting Common Stock with a par value of one cent (\$0.01) per share ("Class B Shares"). The total number of authorized Class A Shares shall be ten thousand (10,000) and the total number of authorized Class B Shares shall be ten thousand (10,000).

B. Rights, Preferences and Restrictions on Class A Shares and Class B Shares.

(1) Voting Rights. The holders of the Class A Shares and Class B Shares shall exercise equal voting rights on all matters except that only Class B Shares may vote for Class B Directors and that only Class A Shares may vote for Class A Directors, if any.

(2) Dividend Distribution and Liquidation Preferences. The holders of Class A Shares and Class B Shares shall be entitled to receive dividends or distributions out of any assets legally available therefor on the basis provided herein. The Board of Directors shall determine the fair value of the assets being distributed as dividends or otherwise and assets having forty percent (40%) of such value shall be distributed pro rata based upon Class A Share ownership among the

holders of the Class A Shares and assets having sixty percent (60%) of such value shall be distributed pro rata based upon Class B Share ownership among the holders of the Class B Shares.

In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the Board of Directors of the Corporation or a receiver or trustee otherwise appointed shall determine the fair value of the assets available for distribution to the shareholders of the Corporation. The holders of Class A Shares shall be entitled to receive assets having forty percent (40%) of such fair value distributed pro rata based upon Class A Share ownership among the holders of the Class A Shares. The holders of Class B Shares shall be entitled to receive assets having sixty percent (60%) of such fair value distributed pro rata based upon Class B Share ownership among the holders of the Class B Shares. A consolidation or merger of the Corporation with or into another corporation, or a sale, conveyance or disposition of all or substantially all of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding-up within the meaning of this Article IV, B(2).

C. Preemptive Rights. The holders of Class B Shares shall have preemptive rights in connection with the issuance of any additional Class B Shares. The holders of Class A Shares shall have no preemptive rights.

ARTICLE FOURTH: Article VI of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is hereby replaced and superseded by the following Article VI:

ARTICLE VI

These Articles of Incorporation may only be amended with the approval of a majority of the outstanding Class A Shares and with the unanimous approval of the outstanding Class B Shares.

ARTICLE FIFTH: On the effective date of these Articles of Amendment, each outstanding share of the common stock of the Corporation shall automatically be converted into thirty (30) Class A Shares and thirty (30) Class B Shares.

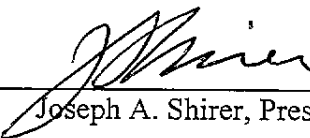
ARTICLE SIXTH: The effective date of these Articles of Amendment shall be December 31, 1997.

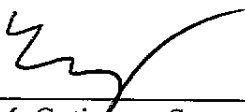
ARTICLE SEVENTH: The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by the unanimous written consent of the Corporation's shareholders on the 10th day of December, 1997, and such shareholders are the only voting group entitled to vote for approval of the amendment affected hereby. The number of shares cast for the amendment by the holders of the Common Shares presently outstanding was sufficient for approval of this amendment.

ARTICLE EIGHTH: Except as provided herein, the original Articles of Incorporation of the Corporation are not otherwise affected.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 10th day of December, 1997.

SHIRER & GUTIERREZ, M.D., P.A.

By: 
Joseph A. Shirer, President

By: 
Michael M. Gutierrez, Secretary