

09/10/04 12:23 FAX

Division of Corporations

001

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BASIC AMENDMENT

AMERICAN MEDICAL SEMINARS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amend  
9/1/04

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**ARTICLES OF AMENDMENT  
OF  
AMERICAN MEDICAL SEMINARS, INC.**

FILED  
04 SEP 10 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of American Medical Seminars, Inc., a Florida corporation (the "Corporation"), are hereby amended striking articles IV and VI in their entireties and by substituting in their places the following:

**Article IV—Capital Stock**

The Corporation is authorized to issue 20 shares of Class A common stock having a par value per share of \$1.00 per share and 980 shares of Class B common stock having a par value of \$1.00 per share. The rights, privileges and preferences of the Class A common stock and the Class B common stock shall be identical, except that all the voting rights and privileges shall be vested in the Class A common stock. The Class B common stock shall have no voting rights and privileges. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

**Article VI—Registered Office and Agent**

The name of the current registered agent and the address of the current registered office of the Corporation is E. John Wagner II, 200 South Orange Avenue, Sarasota, Florida 34236.

Upon the filing of this amendment, the 20 issued and outstanding shares of common stock, \$1.00 par value per share, shall be converted to and reclassified as 20 shares of Class A common stock, \$1.00 par value per share, and 980 shares of Class B common stock, \$1.00 par value per share, and the Corporation's common stock, \$1.00 par value per share, shall thereupon cease to have any further rights or privileges, including but not limited to voting, dividend, and liquidation rights.

The amendment was approved and adopted by written consent of the sole shareholder and director of the corporation effective August 31, 2004. The number of votes cast for the amendment by the shareholder and director was sufficient for approval.

IN WITNESS WHEREOF, the president has executed these Articles of Amendment


  
D. Reece Pierce  
President

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**ACCEPTANCE BY REGISTERED AGENT**

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

  
\_\_\_\_\_  
E. John Wagner, Jr.  
Registered Agent

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