L84760

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CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198413 4309406

AUTHORIZATION : Patricia Puzzuto

COST LIMIT : $35.00

ORDER DATE : December 23, 1996

ORDER TIME : 8:49 AM

ORDER NO. : 198413-005

CUSTOMER NO: 4309406

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FILED
96 DEC 23 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CUSTOMER: Peter J. Kelly, Esq
Shackleford Farrior Stallings
P. O. Box 3324

Tampa, FL 33601

DOMESTIC AMENDMENT FILING

NAME: MP TOTALCARE, INC.

EFFICTIVE DATE:

RECEIVED
96 DEC 23 AM 9:51
DIVISION OF CORPORATION

XXX ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: AM 12/23

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MP TOTALCARE, INC.

The Articles of Incorporation of MP Totalcare, Inc., a Florida corporation as filed with the Florida Department of State on June 29, 1990, document number L84760, and as amended by amendments filed on August 24, 1994, October 10, 1995 and December 20, 1996, are hereby further amended as follows:

Article IV is hereby amended and restated in its entirety to read as follows:

ARTICLE IV

CAPITAL STOCK

The amount of Capital Stock authorized shall consist of fifteen million (15,000,000) shares of voting common stock having a par value of one cent ($.01) per share and two million (2,000,000) shares of voting preferred stock having a par value of two dollars ($2.00) per share. Each share of preferred stock shall have priority as to dividends (including liquidating dividends or distributions) until such dividends total two dollars ($2.00) per share on a cumulative basis. Thereafter, each share of common and preferred stock shall participate equally as to dividends (including liquidating dividends or distributions). Each share of common and preferred stock shall have one vote as to all matters coming before the shareholders. The common stock and preferred stock may be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including but not limited to cash, promissory notes, labor or services performed, promises to perform labor or services evidenced by written contract, or other securities of the Corporation, which the Board of Directors of the Corporation determines is adequate.

The foregoing amendment was duly adopted on December 18, 1996 by the unanimous written consent of all of the directors and a majority of the shareholders of the Corporation pursuant to Sections 607.0704, 607.0821 and 607.1003 of the Florida Business Corporation Act, which consents were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of MP TotalCare, Inc. has duly executed these Articles of Amendment this 20 day of December, 1996.

JACOB J. BECKEL, PRESIDENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20 day of December, 1996, by JACOB J. BECKEL, President of MP TotalCare, Inc., ☑ who is personally known to me, ☐ or who has produced the following identification:__________ (check one).

Name:__________(print)
NOTARY PUBLIC
Commission No.:__________
Commission Expiration Date:__________

PETER J. KELLY
MY COMMISSION # CC390759 EXPIRES
August 4, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

SF260683