

L 84760

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ACCOUNT NO. : 072100000032

REFERENCE : 196731 4309406

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 35.00

ORDER DATE : December 20, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 196731-005

600002034916--7

CUSTOMER NO: 4309406

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

Tampa, FL 33601

DOMESTIC AMENDMENT FILING

NAME: MP TOTALCARE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 DEC 20 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
12-20-96
DL

RECEIVED
96 DEC 20 AM 11:20
DIVISION OF CORPORATION

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

FILED
96 DEC 20 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and October 10, 1995, are hereby further amended as follows:

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

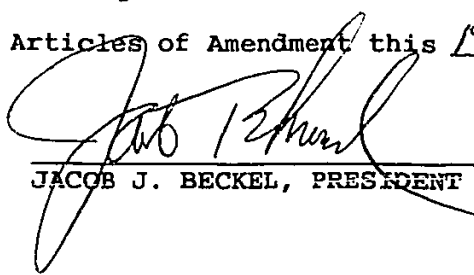
ARTICLE IV

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 one dollar (\$1.00) per share. Each share of preferred stock shall have priority as to dividends (including liquidating dividends or distributions) until such dividends total one dollar (\$1.00) 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.

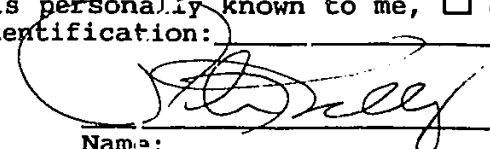
IN WITNESS WHEREOF, the undersigned President of MP TotalCare, Inc. has duly executed these Articles of Amendment this 19 day of December, 1996.


JACOB J. BECKEL, PRESIDENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19 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 # CC380758 EXPIRES
August 4, 1998
BONDED THRU TROY FAIR INSURANCE, INC.