

Division of Corporations

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Attention: Lalaine Landau (22719)

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEON MEDICAL CENTERS, INC.**

LEON MEDICAL CENTERS, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Leon Medical Centers, Inc.

SECOND: The board of directors and all of the shareholders of the Corporation, acting by joint unanimous written consent duly executed and adopted on and as of March 8th, 2010 in lieu of meetings thereof pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, as amended (the "FBCA"), duly authorized and adopted this Amendment to the Corporation's Articles of Incorporation pursuant to Section 607.1003 of the FBCA, to effectuate (i) a 50-into-1 combination of the Corporation's authorized shares of common stock, such that each 50 authorized shares of common stock, par value of \$0.01 per share, of the Corporation shall hereby be combined into 1 share of authorized common stock, par value of \$0.01 per share, of the Corporation, with each of the shareholders of the Corporation that would receive fractional shares of the Corporation's common stock as a result of such combination purchasing and acquiring from the Corporation at fair market value such additional fractional shares of common stock, par value of \$0.01 per share, of the Corporation as shall be necessary to acquire a full share of such common stock (the "Share Combination"); and (ii) the authorization of 99,000,000 shares of non-voting common stock, par value of \$0.01 per share, of the Corporation.

THIRD: The Share Combination effectuated pursuant to this Amendment to the Articles of Incorporation of the Corporation(a) does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the Share Combination exceeding the percentage of authorized shares that were unissued before the Share Combination.

FOURTH: The number of authorized shares of common stock, par value of \$0.01 per share, of the Corporation subject to the Share Combination is 50,000,000 shares, and the number of authorized shares of common stock, par value of \$0.01 per share, of the Corporation which will result from the Share Combination is 1,000,000 shares.

FIFTH: Article III of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

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"ARTICLE III

The Corporation is authorized to issue (i) 1,000,000 shares of voting common stock, with a par value of \$0.01 per share (the "Voting Common Stock"), and (ii) 99,000,000 shares of non-voting common stock, with a par value of \$0.01 per share (the "Non-Voting Common Stock"). The holders of the shares of the Voting Common Stock and the holders of the shares of the Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that (A) each holder of shares of the Voting Common Stock shall be entitled to one vote per each share of Voting Common Stock held by such holder on all matters required or permitted to be voted on by the Corporation's shareholders, and (B) no holder of shares of Non-Voting Common Stock shall have, by virtue of his/her/its ownership or holding of such shares of Non-Voting Common Stock, any voting rights whatsoever with respect to any matters required or permitted to be voted on by the Corporation's shareholders; provided, however, (I) that no amendment, restatement or modification of this Article III that would have the effect of materially adversely affecting the economic rights of the holders of Non-Voting Common Stock (including, without limitation, their identical rights to distribution and liquidation proceeds as the holders of Voting Common Stock) may be effectuated without the prior written consent or affirmative vote of the holders of at least a majority of the outstanding shares of Voting Common Stock and Non-Voting Common Stock, voting together solely and exclusively for this purpose as a single voting class, and (II) as may be otherwise specifically prohibited by the Florida Business Corporation Act."

SIXTH: Upon this amendment becoming effective, which shall occur upon the filing thereof with the Department of State of the State of Florida pursuant to the FBCA, (i) 50,000,000 authorized shares of common stock, par value of \$0.01 per share, of the Corporation (of which amount, 39,499,960 shares are issued and outstanding as of immediately prior to the time of such filing) shall be automatically combined, reclassified and changed (without any further act) into 1,000,000 authorized shares of Voting Common Stock (of which amount, 790,003 shares of Voting Common Stock shall be issued and outstanding), such that each of the shareholders of the Corporation which would otherwise receive fractional shares of Voting Common Stock as a result of the Share Combination shall purchase from the Corporation at fair market value such additional fractional shares Voting Common Stock as shall be necessary to round up such fractional shares that they would otherwise receive to the next whole share, and (ii) 99,000,000 shares of Non-Voting Common Stock shall be authorized for issuance by the Corporation.

SEVENTH: The Corporation has less than 35 shareholders, and this Amendment to the Articles of Incorporation was duly adopted by the board of directors and all of the shareholders of the Corporation, acting by joint unanimous written consent duly executed and adopted on and as of March 8th, 2010 in lieu of meetings thereof pursuant to Sections 607.0821 and 607.0704 of the FBCA, and the number of votes cast for the amendment by the shareholders of the Corporation was sufficient for approval.

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Dated: March 8th, 2010.

LEON MEDICAL CENTERS, INC.

By: 

Benjamin Leon, III
Chief Executive Officer and President