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BASIC AMENDMENT
THOMSON HEALTHCARE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THOMSON HEALTHCARE INC.**

The undersigned does hereby certify on behalf of Thomson Healthcare Inc. (the "Corporation") that pursuant to the authority contained in the Corporation's Articles of Incorporation (the "Articles of Incorporation") and in accordance with the provisions of Section 607.1008 and Section 607.0602 of the Florida Business Corporation Act (the "Act"), the Board of Directors of the Corporation duly adopted and approved on December 20, 2005 resolutions pursuant to a unanimous written consent in accordance with Section 607.0821 of the Act providing for the following Articles of Amendment to its Articles of Incorporation, which include, among other things, the creation of a series of preferred stock to be designated as "Series A Preferred Stock" and having the preferences, limitations and relative rights as set forth below:

FIRST: The name of the Corporation is Thomson Healthcare Inc. (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation are amended by changing the Article III so that, as amended, said Article shall read as follows:

Section 3.1 Total Number of Shares of Stock. The total number of shares of stock of all classes that the Corporation shall have authority to issue is Three Billion and Seven Thousand Five Hundred (3,000,007,500) shares. The authorized capital stock is divided into Seven Thousand Five Hundred (7,500) shares of Common Stock of the par value of One Dollar (\$1.00) each (hereinafter the "Common Stock") and Three Billion (3,000,000,000) shares of Preferred Stock of the par value of One Dollar (\$1.00) each (hereinafter the "Preferred Stock").

Section 3.2 Common Stock. The Seven Thousand Five Hundred (7,500) shares of Common Stock of the Corporation shall be one and the same class. Subject to all the rights of the Preferred Stock provided for by resolution or resolutions of the Board of Directors pursuant to this Article III or by the Florida Business Corporation Act, the holders of Common Stock shall have full voting powers on all matters requiring stockholder action, each share of such Common Stock being entitled to one vote and having equal rights of participation in the dividends and assets of the Corporation.

Section 3.3 Preferred Stock

- a) The Three Billion (3,000,000,000) shares of Preferred Stock of the Corporation may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and

expressed herein or in the resolution or resolutions providing for the issue of such series, adopted by the Board of Directors as hereinafter provided.

- b) Authority is hereby expressly granted to the Board of Directors of the Corporation, subject to the provisions of this Article III and to the limitations prescribed by the Florida Business Corporation Act, to authorize the issue of one or more series of Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issue of such series the voting powers, full or limited, if any, of the shares of such series and the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:
- i. The designation of such series and the number of shares to constitute such series;
 - ii. The dividend rate of such series, the conditions and dates upon which such dividends shall bear to the dividends payable on any other class or classes of stock or any other series of any class of stock of the Corporation, and whether such dividends shall be cumulative or non-cumulative. The initial dividend period may, but is not required to, begin on the date that a holder of Preferred Stock subscribes for such shares, even if such date is prior to the issuance of the Preferred Stock;
 - iii. Whether the shares of such series shall be subject to redemption by the Corporation and/or the holders thereof, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
 - iv. The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
 - v. Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes of any stock or any other series of any class of stock of the Corporation, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;
 - vi. The extent, if any, to which the holders of shares of such series shall be entitled to vote with respect to the election of directors or otherwise;
 - vii. The restrictions, if any, on the issue or reissue of any additional Preferred Stock; and
 - viii. The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.
- c) All shares of any one series of Preferred Shares shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative; and all series of Preferred Shares shall rank equally and be identical in all respects, except as permitted by the foregoing provisions of this Article III.

Section 3.4 Series A Preferred Stock

- a) **Designation.** The designation of the series of preferred stock created hereby shall be Series A Preferred Stock ("Series A Preferred Stock"), and the number of shares constituting such series shall be 2,200,000,000 shares, par value \$1.00 per share. The Series A Preferred Stock shall rank prior to the Common Stock with respect to the payment of dividends and the distribution of assets.
- b) **Dividend Rights.** Holders of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, but only out of funds that are legally available therefore, cash dividends at a rate of 8 1/8% per annum, per share. Dividends on the Series A Preferred Stock shall be payable only in cash on an annual basis on the first day of December of each year. Dividends on shares of Series A Preferred Stock shall accrue and shall be cumulative beginning on the date of the subscription agreement for the Series A Preferred Stock. No dividends shall be paid or set apart for payment on the Common Stock unless and until all accrued and unpaid dividends on the Series A Preferred Stock shall have been declared and paid or a sum sufficient for payment thereof set apart.
- c) **Redemption Rights.** The shares of Series A Preferred Stock shall be redeemable on demand at the option of the Corporation or the holders of at least 66 2/3% of all of the shares of Series A Preferred Stock at \$1.00 per share of the Series A Preferred Stock (as adjusted for any stock dividends, stock splits, combinations, etc.) plus any accrued, accumulated and unpaid dividends. Notice of any redemption shall be given not less than one (1) or more than thirty (30) business days prior to the date fixed for redemption. After the date of redemption, all rights of the holders of the Series A Preferred Stock shall cease except for the right to receive the redemption value of the shares.
- d) **Restricted Share Payment.** Notwithstanding any of the rights, privileges, restrictions and conditions attached to the Series A Preferred Stock, the Corporation may make, at any time or from time to time, a Restricted Share Payment (as defined below) in any financial year, regardless of whether the Corporation has or has not paid or transferred in that financial year any money or other property in respect of any dividend on, reduction of the stated capital of, redemption, purchase or other acquisition of, or other distribution on, the Series A Preferred Stock, if, but only if, at the time the Corporation becomes obligated to make the Restricted Share Payment the directors determine that, immediately after giving effect thereto, the Corporation could redeem, in compliance with all relevant provisions in respect thereof contained in the Florida Business Corporation Act, all, but not less than all, of the issued and outstanding Series A Preferred Stock of the Corporation by the payment in full of the redemption price or liquidation preference for such shares under this Article III. For purposes of this clause 3.4(d), "Restricted Share Payment" means a payment or transfer by the Corporation of any money or other property in respect of any dividend on, reduction of stated capital of, redemption of, purchase or other acquisition of, or other distribution on, Common Stock or warrants, rights or options to purchase Common Stock.

- e) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to shareholders, prior to any distribution to holders of Common Stock of the Corporation, an amount equal to \$1.00 per share of the Series A Preferred Stock (as adjusted for any stock dividends, stock splits, combinations, etc.) plus any accrued, accumulated and unpaid dividends.
- f) No Voting Rights. Except as otherwise required by law, the holders of the Series A Preferred Stock shall not be entitled to vote.
- g) Reacquired Shares. Shares of Series A Preferred Stock redeemed, or otherwise purchased or acquired by the Corporation shall be restored to the status of authorized and unissued shares of preferred stock without designation as to series.
- h) No Sinking Fund. Shares of Series A Preferred Stock are not subject to the operation of a sinking fund.

Section 3.5 Provisions Relating to All Classes of Shares. The Preferred Shares and Common Shares may be issued by the Corporation from time to time for such consideration as may be determined from time to time by the Board of Directors subject to, and in accordance with the full discretion conferred upon the Board of Directors by, Florida law. Any and all shares for which the consideration so determined shall have been paid or delivered shall be deemed fully paid shares and shall not be liable for any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments in respect of such shares.

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on the 20th day of December 2005.

FOURTH: The amendment was approved by the Board of Directors and unanimously by the holders of all of the issued and outstanding Common Shares of the Corporation.

FIFTH: The effective date of the amendment herein certified shall be December 23, 2005.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed the foregoing Articles of Amendment to the Corporation's Articles of Incorporation on this 23rd day of December 2005.

THOMSON HEALTHCARE INC.



Name: Helen V. Stamatiadis
Title: Assistant Secretary