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(ADMITTED IN CONNECTICUT AND NORTH CAROLINA ONLY)

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LETTER OF TRANSMITTAL

Certified Mail - Return Receipt Requested

May 2, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002170386--7
-05/07/97--01127--002
*****35.00 *****35.00

600002170386--7
-05/07/97--01127--003
*****8.75 *****8.75

Re: Coleman & Castellon, M. D., P. A.

To Whom It May Concern:

The following: executed originals of:

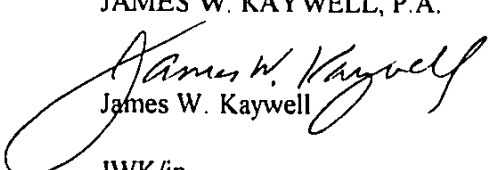
1. Articles of Amendment to the Articles of Incorporation of Coleman & Castellon, M. D., P. A.
2. Written Statement In Lieu Of Meeting Of Directors
3. Written Statement In Lieu of Meeting Of Shareholders

is/are transmitted herewith:

- | | |
|--|------------------------------------|
| <input checked="" type="checkbox"/> () For Filing | () For Necessary Action |
| () For Signature & Return | () Per Your Request |
| () For Signature & Forwarding | () Approved As Noted Below |
| () For Review & Comment | () Disapproved |
| () For Distribution | () For Your Information & Records |
| () For Recordation | () See Remarks Below |
| () For Payment | () Execution |

Remarks: Enclosed please find a check in the amount of \$35.00 for the amendment of record, along with a check in the amount of \$8.75 for the application for the certificate of status to be returned to our office. If you have any questions, please feel free to contact me. Thank you for your assistance.

Very truly yours,
JAMES W. KAYWELL, P.A.


James W. Kaywell

JWK/jp

Enclosure(s)

FILED
97 MAY -7 PM 12:29
TALLAHASSEE, FLORIDA
STATE

ST-14
NC

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COLEMAN, CASTELLON & GERLOCK, M. D., P. A.

FILED
97 MAY -7 PM 12:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Article 1 of the Articles of Incorporation of COLEMAN, CASTELLON & GERLOCK, M. D., P. A., as previously amended, is hereby amended as follows:

ARTICLE 1. NAME

The name of this professional service corporation is COLEMAN & CASTELLON, M. D., P. A.

2. The foregoing amendment was adopted by the unanimous vote of the Shareholders and Directors of this professional service corporation on April 30, 1997.

IN WITNESS WHEREOF, the undersigned President, Vice-President and Secretary of this professional service corporation have executed these Articles of Amendment this 30th day of April, 1997.

Van S. Coleman
VAN S. COLEMAN, M.D., President and Secretary

Mauricio Castellon
MAURICIO CASTELLON, M.D., Vice-President

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 30 day of April, 1997, by VAN S. COLEMAN, M. D., as President and Secretary, and by MAURICIO CASTELLON, M. D., as Vice-President, of COLEMAN, CASTELLON & GERLOCK, M. D., P. A., a Florida professional corporation. Each is personally known by me.

Carol Ann Terrazas
CAROL ANN TERRAZAS
(Printed Name of Notary Public)



Carol Ann Terrazas
MY COMMISSION # GC558128 EXPIRES
August 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**COLEMAN, CASTELLON & GERLOCK, M.D., P. A.
WRITTEN STATEMENT IN LIEU OF MEETING OF DIRECTORS**

THE UNDERSIGNED, being all of the directors of **COLEMAN, CASTELLON & GERLOCK, M.D., P.A.**, a Florida professional service corporation (the "Corporation"), hereby consent to and adopt the following resolutions, taking said action in lieu of a meeting as permitted by *Florida Statutes* Section 607.0821 (action by directors without a meeting):

RESOLVED, that the name of the corporation be changed from **COLEMAN, CASTELLON & GERLOCK, M.D., P.A.** to **COLEMAN & CASTELLON, M.D., P.A.**

IN WITNESS WHEREOF, the undersigned hereby executed this written consent on the dates noted below.



VAN S. COLEMAN, M.D., Director

Date: April 30, 1997



MAURICIO CASTELLON, M.D., Director

Date: April 30, 1997

**COLEMAN, CASTELLON & GERLOCK, M.D., P. A.
WRITTEN STATEMENT IN LIEU OF MEETING OF SHAREHOLDERS**

THE UNDERSIGNED, being the owners of 100% of the issued and outstanding common stock and majority shareholders of **COLEMAN, CASTELLON & GERLOCK, M.D., P. A.**, a Florida professional corporation (the "Corporation"), hereby consent to and adopt the following resolutions, taking said action in lieu of a meeting as permitted by Florida Statutes Section 607.0704 (action by shareholders without a meeting):

RESOLVED, that the name of the corporation be changed from **COLEMAN, CASTELLON & GERLOCK, M.D., P.A.** to **COLEMAN & CASTELLON, M.D., P.A.**

IN WITNESS WHEREOF, the undersigned hereby execute this written consent on the respective dates noted below.



VAN S. COLEMAN, M.D., Shareholder

Date: April 30, 1997



MAURICIO CASTELLON, M.D., Shareholder

Date: April 30, 1997