

**N04000006694**

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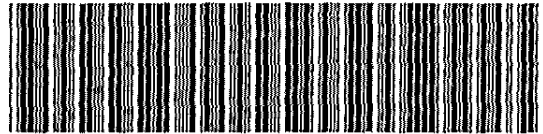
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04 JUL 16 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

7-22  
2004



ValueMed Managed Care Services  
2125 Biscayne Blvd, Suite 530  
Miami, FL 33137  
(305)-576-3100 off  
(305)-468-6534 fax  
[www.valuemed.org](http://www.valuemed.org)

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

July 12, 2004

RE: Articles of Amendment

To Whom It May Concern:

Enclosed you will find the Articles of Amendment for ValueMed Managed Care Services Inc, Document # N04000006694. Please reply to the address listed above or contact us at 305-576-3100. Please include one certified copy of the amendments.

Sincerely,

A handwritten signature in black ink, appearing to read "F. Rodriguez", written over a horizontal line.

Frank J Rodriguez  
President

Inc

Articles of Amendment  
Filing Fee

**ARTICLES OF AMMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**  
**ValueMed Managed Care Services Inc.**  
**N04000006694**

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:**

**ARTICLE IV – AMMENDED**

**ADD**

**SECTION 1. NUMBER**

The corporation shall have up to 7 directors. Collectively they are known as the Board of Directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of new bylaw, as provided in these bylaws.

**SECTION 2. POWERS**

Subject to the provisions of the Florida Statutes and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Directors, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**SECTION 3. REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held at such time as shall from time to time be fixed by the Board of Directors. There will be a minimum of quarterly meetings of the Board.

**SECTION 4. NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**ARTICLE VII – AMMENDED**

**Add**

**SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a Case Management Director and a Chief Financial Officer.. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, additional Vice Presidents, Assistant Secretaries, or other officers.

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#### ARTICLE IX – ADDED

No part of the net earnings of the and corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE X – ADDED

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


#### ARTICLE XI – ADDED

As a wholly-owned subsidiary of ValueMed Inc, the operations of ValueMed Managed Care Services will be managed by the Board of Directors and its elected officers. However, ValueMed Inc will retain permanent and complete ownership of ValueMed Managed Care Services Inc. The status of ValueMed Managed Care Services as a wholly-owned subsidiary of ValueMed Inc cannot be altered or modified ,in any way, by the Board of Directors and/or its elected officials. Furthermore, ValueMed Inc shall retain a permanent seat on the Board of Directors with all powers endowed to a board member.

**SECOND:** The date of adoption of the amendments was: July 12, 2004.

**THIRD:** Adoption of Amendment

- There are no members entitled to vote on the amendment. The amendments were adopted by the board of directors.

  
\_\_\_\_\_  
Signature of Chairman

Francisca J. Rodriguez  
\_\_\_\_\_  
Printed Name

President  
\_\_\_\_\_  
Title

07/12/2004  
\_\_\_\_\_  
Date