

**P000000000 146**

Florida Department of State  
Division of Corporations  
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02 APR 22 AM 11:38  
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KATHERINE HARRIS  
TALLAHASSEE, FLORIDA

**BASIC AMENDMENT**

**SYNERGY HEALTHCARE COMMUNICATIONS, INC.**

**RECEIVED**  
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Certificate of Status	0
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**AMEND**  
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AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
SYNERGY HEALTHCARE COMMUNICATIONS, INC.

FILED  
02 APR 22 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of SYNERGY HEALTHCARE COMMUNICATIONS, INC. (hereinafter, the "Corporation") were filed with and approved by the Secretary of State of the State of Florida on the 30th day of December, 1999; and

WHEREAS, it is the intention of the sole shareholder and the sole member of the Board of Directors of the Corporation that the Articles of Incorporation of the Corporation be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by the sole shareholder of the Corporation pursuant to the provisions of Section 607.0704, Florida Statutes, on the 18<sup>th</sup> day of April, 2002; and

WHEREAS, the proposed amendment was approved and adopted by the sole member of the Board of Directors of the Corporation pursuant to the provisions of Section 607.0821, Florida Statutes, on the 18<sup>th</sup> day of April, 2002; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are amended by deleting in its entirety the present paragraph (a) of Article 5 and by substituting therefor the following, to-wit:

"(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 200,000 shares of common capital stock having a par value of \$.01 per share. Of the 200,000 shares of common capital stock of the Corporation, (i) 100,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 100,000 shares shall be designated non-voting shares (the

"Non-Voting Shares"), entitling the holders thereof to no voting rights. Each share of common capital stock shall participate equally with every other share of such stock in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby DATED EFFECTIVE the 18<sup>th</sup> day of April, 2002 on behalf of the Corporation, by its President.

SYNERGY HEALTHCARE COMMUNICATIONS, INC.

By: [Signature]  
Gary M. Cohen, President

STATE OF FLORIDA

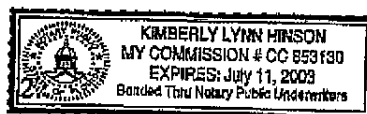
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of April, 2002, by GARY M. COHEN, President of SYNERGY HEALTHCARE COMMUNICATIONS, INC., a Florida corporation, who is personally known to me or who has produced File # 250-0 Exp. 7/10/04 as identification.

[Signature]  
Notary Public

Print Name

My Commission Expires:



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