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P.O. BOX 71
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May 4, 2001

*BOARD CERTIFIED TAX LAWYER
*BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER

Via Certified Mail 7106 4575 1292 0198 5707
Return Receipt Requested

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
01 MAY -9 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: Articles of Third Amendment to Articles of Incorporation
of Pupello & Lopez-Cuenca, M.D.'s, P.A.
Our File No. 1950.00-2414**

Dear Sir or Madam:

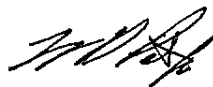
Enclosed are duplicate originals of the Articles of Third Amendment to Articles of Incorporation of Pupello & Lopez-Cuenca, M.D.'s, P.A.

Please file the Articles, obtain a certified copy, send the confirming certified copy and a date stamped original by regular mail back to us in the enclosed stamped, self-addressed envelope. I enclose our client's check in the amount of \$43.75 made payable to the Florida Department of State to cover your costs for this service.

Thank you for your prompt attention to this matter. Please do not hesitate to call me if you have any questions.

*Amend
5-16-01
BWS*

Sincerely,



Tommy D. Permenter, Jr.

TDP/jb
Enclosures
134986

**ARTICLES OF THIRD AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PUPELLO & LOPEZ-CUENCA, M.D.'S, P.A.**

FILED
01 MAY -9 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation Act, **PUPELLO & LOPEZ-CUENCA, M.D.'S, P.A.** adopts these Articles of Third Amendment:

FIRST: The name of the corporation is **PUPELLO & LOPEZ-CUENCA, M.D.'S, P.A.**

SECOND: Article 3 of the corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.001 per share and divided into 100,000 shares of Class A (Voting) common stock and 900,000 shares of Class B (Non-voting) common stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable. The Corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.

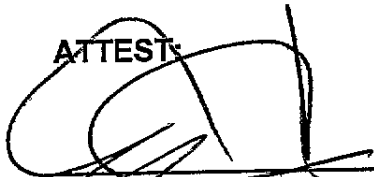
The Class A (Voting) common stock is voting stock and the Class B (Non-voting) common stock is non-voting stock. The voting power of this Corporation shall be vested solely in the Class A (Voting) common stock. Holders of shares of the Class A (Voting) common stock shall be entitled to one vote for each share of common stock. There shall be no cumulative voting in the election of directors. Other than voting differences, the Class A (Voting) common stock and the Class B (Non-voting) common stock have identical economic rights including dividends and distributions (operating and liquidating) and shall have the same preferences, limitations and relative rights, on a share for share basis.

THIRD: The foregoing amendment to Article 3 was adopted and approved by the Board of Directors of the corporation by written consent without a meeting on April 27, 2001, and presented to the sole shareholder of the common stock of the corporation (the only class of shareholders entitled to vote on the proposed amendment) for his consideration, with the recommendation that the sole shareholder approve the proposed amendment. The sole shareholder of the common stock of the corporation adopted and approved the foregoing amendment to Article 3 on April 27, 2001, by written consent without a meeting.

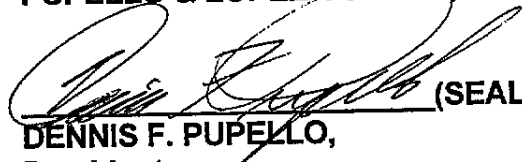
FOURTH: The foregoing amendment will become effective when these Articles of Third Amendment are filed with the Florida Department of State.

EXECUTED: April 30, 2001

ATTEST:


ENRIQUE LOPEZ-CUENCA,
Secretary

PUPELLO & LOPEZ-CUENCA, M.D.'S, P.A.


DENNIS F. PUPELLO,
President (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 30 day of April, 2001, by Dennis F. Pupello, as President of PUPELLO & LOPEZ-CUENCA, M.D.'S, P.A., a Florida professional service corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.


Notary Public (SEAL)

My Commission Expires: 5/19/04



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing document was acknowledged before me this 30 day of April, 2001, by **Enrique Lopez-Cuenca**, as Secretary of **PUPELLO & LOPEZ-CUENCA, M.D.'S, P.A.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

 (SEAL)
Notary Public

My Commission Expires: 5/19/04

130439/1950.00-2414

