

DEC. 30. 2010 11:35AM

GASSMAN, BATES&ASSOC.

NO. 6566 P. 1/5 F1

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MILLENNIUM ANESTHESIA CARE, P.A.**

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GASSMAN, BATES&ASSOC.

NO. 6566 P. 2
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Articles of Amendment
to
Articles of Incorporation
of

MILLENNIUM ANESTHESIA CARE, P.A.

(Name of Corporation as currently filed with the Florida Dept. of State)

P01000074622

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the
abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation
name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the
new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)
SEE ATTACHMENT

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

SEE ATTACHMENT

**ATTACHMENT TO AMENDMENT TO ARTICLES OF INCORPORATION
OF MILLENNIUM ANESTHESIA CARE, P.A.,
A FLORIDA PROFESSIONAL ASSOCIATION
DOCUMENT NUMBER P01000074622**

Article IV is deleted, and the following is inserted in lieu thereof:

ARTICLE IV

Capital Stock

(a) General. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 100,000 shares of Class A Voting Common Stock, par value \$.01 per share. This Corporation may not issue shares of capital stock without the approval of its Board of Directors, and the consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair value to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable. Shares may only be owned by individuals who are duly licensed to practice medicine in the State of Florida. A Share of Common Stock shall in all respects be identical to each other share with reference to voting rights and dividend and distribution rights.

(b) No Cumulative Value. In the election of Directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

The date of each amendment(s) adoption: December 27, 2010

(date of adoption is required)

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/30/10

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alan S. Gassman

(Typed or printed name of person signing)

Asst. Secretary

(Title of person signing)