401000092861

GILLIGAN, KING & GOODING, P.A.

ATTORNEYS AT LAW 7 EAST SILVER SPRINGS BOULEVARD SUITE 500

OCALA, FLORIDA 34470

TELEPHONE (352) 867-7707 FACSIMILE (352) 867-0237 http://www.ocalalaw.com

300004748713-

-01/03/02--01031---007 *****35.00

January 2, 2002

Via Overnight Courier

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

RE:

PATRICK G. GILLIGAN

WILLIAM ALLAN KING

W. JAMES GOODING III

Articles of Amendment

Dear Sir:

We are enclosing the following:

1. Concerning Medero Medical Holdings, Inc.:

a. Articles of Amendment to Articles of Incorporation of Medero Medic Holdings, Inc. (Name Being Changed to Medero Medical Properties, Inc.).

- b. Affidavit confirming that name "Medero Medical Holdings, Inc." should be available to another corporation (see below).
- 2. Concerning A Healthy Workplace, P.A.:
 - Articles of Amendment to Articles of Incorporation of A Healthy Workplace, P.A. (Name Being Changed to Medero Medical Holdings, Inc.)
 - b. Statement of Change of Registered Office or Registered Agent or Both for Corporations.
- 3. Our firm's check in the amount of \$105.00. (Two amendments and one registered agent change).

If you have any questions, please contact my office.

Sincerely,

GILLIGAN, KING & GQODING, P.A.

W James Gooding III

WJG:ksh

Enclosures

E:\JG\Medero\Correspondence\Letter to Secretary of State 01-02-02.doc

V SHEPARD

JAN 1 5 2002

Amend. & N/c

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF MEDERO MEDICAL HOLDINGS, INC. (NAME BEING CHANGED TO MEDERO MEDICAL PROPERTIES, INC.)

DIVISION OF CORFORATIONS

12 JAN -3

AM 11: 08

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, this Florida profit corporation adopts the following:

1. Article I of the Articles of Incorporation of Medero Medical Holdings, Inc. (the "Corporation") is hereby deleted in its entirety and replaced with the following:

ARTICLE I. NAME

The name of the Corporation is Medero Medical Properties, Inc.

2. Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE II. - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including, without limitation, buying, selling, owning or leasing real property.

- 3. All of the Corporation's stock certificates will be canceled and replaced with new stock certificates reflecting the above amendment concerning the Corporation's name.
- 4. The Amendments set forth herein were approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this D day of <u>Member</u>, 2001.

Medero Medidal Holdings, Inc.

Mario Medero, M.D., as President

E:\JG\Medero\Holding Co\1st Corp\Articles of Amendment to Articles of INC of Medero Med Holdings Inc 12-10-01.doc

AFFIDAVIT

STATE OF FLORIDA COUNTY OF MARION

Before me, this day personally appeared, Mario Medero, M.D., who upon being first duly sworn, deposes and says:

- 1. I am the President, sole director and majority shareholder in Medero Medical Holdings, Inc., a Florida corporation.
- 2. I am the President, sole director and sole shareholder of A Healthy Workplace, P.A., a Florida professional service corporation.
- 3. Pursuant to certain Articles of Amendment to Articles of Incorporation of Medero Medical Holdings, Inc., (the "Articles of Amendment") the name of Medero Medical Holdings, Inc. is being changed to "Medero Medical Properties, Inc."
- 4. I would like to have the name "Medero Medical Holdings, Inc." be available for use so that the name of A Healthy Workplace, P.A. could be changed to "Medero Medical Holdings, Inc."
- 5. The purpose of this affidavit is to swear and affirm that, upon the filing the Articles of Amendment, Medero Medical Holdings, Inc. will no longer seek to use that name nor will it seek to reclaim that name. Thus, such name should be available for use by A Healthy Workplace, P.A.

Mario Medero

STATE OF FLORIDA COUNTY OF MARION

SWORN TO (or affirmed		ore me this <u>/2</u> day of	
DECENIBER, 2001, by Mario Me	dero.		
	In cufu al	auts [
	Notary Public, State of	Florida	-
	Name: MARILIA	Hartsel	
	(Please print or	type)	
	Commission Number: Commission Expires:	Marilyn Hartsel My Commission CC815190 Expires March 7, 2003	
Notary: Check one of the following: Personally known OR	Produced Identification	(if this box is checked, fill in	
	blanks below).	(ii mio ook io bleeked, iii iii	
Type of Identification Produced:	, 		= _
			

E:\JG\Medero\Holding Co\1st Corp\Affidavit of Medero 12-10-01.doc