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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FLORIDA 1ST SERVICE ADMINISTRATORS, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

FLORIDA 1ST SERVICE ADMINISTRATORS, INC.

Pursuant to the provisions of Section 607.1003 *et seq.* of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the Corporation is **FLORIDA 1ST SERVICE ADMINISTRATORS, INC.** (the "Corporation").

ARTICLE II

The following amendment to its Articles of Incorporation (the "Articles") was adopted by the shareholders of the Corporation on the 25th day of November, 2003. This amendment alters or changes Article VI of the Articles as follows:

The text of Article VI of the Articles is hereby deleted in its entirety and replaced with the following:

"The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 100,000, consisting of 99,500 shares of common stock, \$0.01 par value ("Common Stock"), and 500 shares of Class A Preferred Stock, \$1.00 par value ("Class A Preferred Stock"). The Class A Preferred Stock shall have the rights, preferences, privileges and restrictions set forth below:

1. **Series of Preferred Stock.** The Class A Preferred Stock shall be divided into four separate series of one hundred twenty-five (125) shares each as follows: Series A1, Series A2, Series A3 and Series A4. Each series of Class A Preferred Stock shall have identical rights, preferences, privileges and restrictions, except as specifically set forth below.

2. **Dividends.** The holders of the then outstanding shares of the Class A Preferred Stock shall be not be entitled to any dividends, except as set forth in the last paragraph of Section 4 below.

3. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Class A

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Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before the payment or declaration and setting apart for payment of any amount required with respect to all other class or series of preferred stock or with respect to the Common Stock, One Thousand and No/100 Dollars (\$1,000.00) per share plus, if applicable, any dividends pursuant to the last paragraph of Section 4 below. If, upon the occurrence of such event, the assets distributable among the holders of the Class A Preferred Stock as to assets in liquidation shall be insufficient to permit the payment of the full preferential amounts for the Class A Preferred Stock, then the assets and funds of the Corporation legally available for distribution to such holders shall be distributed among the holders of the Class A Preferred Stock then outstanding ratably per share in proportion to the full preferential amounts per share to which they are respectively entitled. After the payment or distribution to the holders of the Class A Preferred Stock of their full preferential amounts has been made, the holders of Class A Preferred Stock shall not be entitled to any additional distributions with respect to the Class A Preferred Stock.

For purposes hereof, (A) a sale, conveyance or disposition, in one or more transactions, of all or substantially all of the assets of the Corporation, or (B) a consolidation, merger, acquisition or other business combination of the Corporation with or into any other company or companies, shall be deemed to be a liquidation, dissolution or winding up within the meaning of this Section 3.

Prior to the closing of a transaction described in the preceding paragraph which would constitute a liquidation event, the Corporation shall either (i) make all cash distributions it is required to make to the holders of Class A Preferred Stock pursuant to the first sentence of the first paragraph of this Section 3, (ii) set aside sufficient funds from which the cash distributions to the holders of Class A Preferred Stock can be made, or (iii) establish an escrow or other similar arrangement with a third party pursuant to which the proceeds payable to the Corporation from a sale of all or substantially all of the assets of the Corporation will be used to make the liquidating payments to the holders of Class A Preferred Stock immediately after the consummation of such sale. In the event that the Corporation has not fully complied with either of the foregoing alternatives, the Corporation shall either: (x) cause such closing to be postponed until such cash distributions have been made, or (y) cancel such transaction, in which case the rights of the holders shall be the same as existing immediately prior to such proposed transaction.

4. Redemption. The Corporation shall be obligated to redeem each series of Class A Preferred Stock at a redemption price of One Thousand and No/100 Dollars (\$1,000.00) per share (the "Redemption Price"), on the following dates:

Series A1	June 30, 2004
Series A2	December 31, 2004
Series A3	June 30, 2005
Series A4	December 31, 2005

The date of each redemption set forth above is referred to herein as a "Preferred Stock Redemption Date". On or before each of the scheduled Preferred Stock Redemption Dates, the Corporation shall deliver to the last known address of the holder of the series

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of Class A Preferred Stock to be redeemed written notice of the Preferred Stock Redemption Date and that adequate funds have been set aside for such redemption. Beginning on the specified Preferred Stock Redemption Date, the Corporation shall make available to the holder of the appropriate series of Class A Preferred Stock a cash amount equal to the Redemption Price, which the Corporation will exchange for a properly endorsed certificate(s) representing such shares that is presented to the Corporation for cancellation (or a lost share affidavit pertaining to such shares that is presented to the corporation). If, on or before a Preferred Stock Redemption Date, all funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds in trust for the pro rata benefit of the holders of the applicable series of Class A Preferred Stock, so as to be and continue to be available therefor, and the Corporation has delivered written notice of redemption to the holder of such series of Class A Preferred Stock as required by this section, then from and after the respective Preferred Stock Redemption Date, notwithstanding that any certificate for shares of the particular series of Class A Preferred Stock shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, and all rights with respect to such shares of the above described series of Class A Preferred Stock shall forthwith on the respective Preferred Stock Redemption Date cease and terminate except only as the right of the Class A Shareholder to receive the redemption price of such shares so to be redeemed. Any monies so set aside by the Corporation and unclaimed at the end of five (5) years from the particular Preferred Stock Redemption Date shall revert to the general funds of the Corporation (provided that the holders of the applicable series of Class A Preferred Stock have received notice of the redemption within 90 days after the respective Preferred Stock Redemption Date).

The holder of the applicable series of Class A Preferred Stock shall be entitled to receive the Redemption Price per share upon actual delivery to the Corporation of certificates for the shares to be redeemed, duly endorsed in blank or accompanied by proper instruments of assignment and transfer duly endorsed in blank.

In the event that the Corporation does not have sufficient funds to redeem any portion of the Class A Preferred Stock on a scheduled Preferred Stock Redemption Date or for any other reason does not redeem such shares, then the amount that was to have been paid by the Corporation to redeem the portion of the Class A Preferred Stock that was to have been redeemed shall bear dividends at the Prime Rate plus 2% per annum from the applicable scheduled Preferred Stock Redemption Date until redeemed. For purposes of this Section 4, "Prime Rate" shall mean the Prime Rate as published in the Wall Street Journal on the applicable scheduled Preferred Stock Redemption Date (or the next date on which the Wall Street Journal is published if not published on the applicable Preferred Stock Redemption Date).

5. Voting Rights. Except as otherwise required by the Florida Business Corporation Act or the Articles of Incorporation of the Corporation (including the protective rights granted under Article II, Section 6 of these Articles of Amendment), the Class A Shareholder shall have no voting rights.

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6. Protective Provision. So long as shares of Class A Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent as provided by Florida Law) of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the then outstanding Class A Preferred Stock, alter or change the rights, preferences or privileges of the Class A Preferred Stock or issue any class of securities senior to or in parity with the Class A Preferred Stock.

7. Conversion Rights. The Class A Preferred Stock shall not be entitled to any conversion rights.

8. Miscellaneous.

(a) Except as specifically set forth herein, all notices or communications provided for or permitted hereunder shall be made in writing by hand delivery, express overnight courier, registered first class mail addressed (1) if to the Corporation, to its office at 3425 Lake Alfred Road, Winter Haven, Florida 33883, Attention: President, and (2) if to the initial holder of the Class A Preferred Stock, to Mid-Florida Medical Services, Inc., 200 Avenue F, Northcote, Winter Haven, Florida 33881, Attention: Mr. Dave MacDougall. All such notices and communications shall be deemed to have been duly given: when delivered by hand, if personally delivered; five (5) business days after being deposited in the mail, registered or certified mail, return receipt requested, postage prepaid, if so mailed; when received after being deposited in the regular mail; the next business day after being deposited with an overnight courier, if deposited with a nationally recognized, overnight courier service.

(b) The Corporation shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of shares of Class A Preferred Stock to the holder of the Class A Preferred Stock. The Corporation shall not, however, be required to pay any such tax which may be payable in respect of any transfer involved in the issuance or delivery of shares of Class A Preferred Stock in a name other than the name of the initial holder of the Class A Preferred Stock or in respect of any payment to any person with respect to any such shares or securities other than a payment to the registered holder thereof, and shall not be required to make any such issuance, delivery or payment described in this sentence unless and until the person otherwise entitled to such issuance, delivery or payment has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid or is not payable. Upon redemption of the Class A Preferred Stock, the holder of the Class A Preferred Stock shall pay any and all stock transfer and documentary stamp taxes payable in respect of such redemption.

(c) The Corporation may appoint, and from time to time discharge and change, a transfer agent of the Class A Preferred Stock. Upon any such appointment or discharge of a transfer agent, the Corporation shall send notice thereof by first-class mail, postage prepaid, to the holders of the Class A Preferred Stock.

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(d) Any Class A Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall not be reissued as part of such Class A Preferred Stock and shall be retired promptly after the acquisition thereof.

(e) The Class A Preferred Stock shall not be transferable by the holder of the Class A Preferred Stock, except in the event of the merger or liquidation of the holder of the Class A Preferred Stock, or to an affiliate that controls, is controlled by, or is under common control with such holder, or except as set forth in that certain Buy-Sell Agreement among the Corporation, HLF Enterprises, LLC and Mid-Florida Medical Services, Inc.

(f) Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more classes or series of preferred stock with liquidation preferences junior to the Class A Preferred Stock."

ARTICLE III

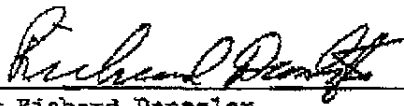
The number of shares of the Corporation outstanding at the time of such adoption of this Amendment was 10,000; and the number of shares entitled to vote thereon was 10,000.

ARTICLE IV

The holders of all the shares outstanding and entitled to vote on this Amendment have signed a consent in writing pursuant to Section 607.0704 of the Florida Business Corporation Act adopting this Amendment and any written notice required by Section 607.0705 has been given or waived.

Dated: November 25, 2003.

FLORIDA 1ST SERVICE
ADMINISTRATORS, INC.

By: 
Name: Richard Dangler
Title: Chairman