

P02000123576

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR -2 PM 12:09

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Amend

38

4/7

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** PG Diagnostic Acquisitions, Inc.

**DOCUMENT NUMBER:** P02000123576

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jany Peters

(Name of Contact Person)

PG Diagnostic Acquisitions, Inc.

(Firm/ Company)

14025 Riveredge Drive, Suite 600

(Address)

Tampa, Florida 33637

(City/ State and Zip Code)

For further information concerning this matter, please call:

Jany Peters

(Name of Contact Person)

at ( 813 ) 675-2417

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
08 APR -2 PM 12:09

PG Diagnostic Acquisitions, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

P02000123576

(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:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.,"  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV of the Articles of Incorporation of PG Diagnostic Acquisitions, Inc.  
is amended and restated in its entirety to state as follows:

The Corporation is authorized to issue one thousand (1000) shares of Common Stock  
\$.01 par value, and fifty million (50,000,000) shares of Senior Preferred Stock, \$1.00  
par value, with preferences, limitations, and rights to be determined by the Board of Directors.

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

The date of each amendment(s) adoption: MARCH 31, 2008

Effective date if applicable: MARCH 31, 2008  
(no more than 90 days after amendment file date)

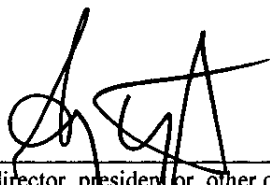
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved 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.

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)

Gary W. Wright

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

**WRITTEN ACTION OF SHAREHOLDERS  
OF  
PG DIAGNOSTIC ACQUISITIONS, INC.**

The undersigned, being all of the shareholders of PG Diagnostic Acquisitions, Inc., a Florida corporation (the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same:

1. Issuance of Shares. It is hereby agreed that the Corporation is authorized, in connection with a restructuring agreement with Lyon Financial Services, Inc. d/b/a U.S. Bank Portfolio Services (the "Restructuring Agreement"), to amend its articles of incorporation to authorize the issuance of 50,000,000 shares of Senior Preferred Stock, \$1.00 par value. It is further agreed that the Corporation's President, Gary W. Wright ("Wright"), shall have the authority to execute and deliver all documents on behalf of the Corporation in connection with such issuance of shares. The undersigned shareholders do hereby further authorize and direct Wright to do any and all acts and things necessary to carry out, perform, and consummate the transactions contemplated hereby and thereby.

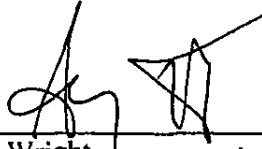
2. Rights on Liquidation. It is further agreed that the Corporation is authorized, in connection with the Restructuring Agreement, to amend its articles of incorporation to reflect the rights, privileges and preferences of the Senior Preferred Stock holders, as follows:

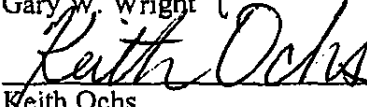
In case of liquidation or dissolution of the Corporation, each holder of Senior Preferred Stock shall be entitled to be paid One Dollar (\$1.00) for each share held before any amount shall be paid to the holders of the common shares.

3. No Modification or Amendment of Senior Preferred Rights, Privileges and Preferences. It is further agreed that, until all of the shares of Senior Preferred Stock have been redeemed pursuant to the terms of the Restructuring Agreement, the Corporation shall not modify, delete or amend in any way the rights, privileges or preferences of the Senior Preferred Stock holders set forth herein.

IN WITNESS WHEREOF, the undersigned shareholders have executed this Written Action of Shareholders of PG Diagnostic Acquisitions, Inc. as of the date referenced below.

Date: MARCH 31, 2008

  
\_\_\_\_\_, Shareholder  
Gary W. Wright

  
\_\_\_\_\_, Shareholder  
Keith Ochs