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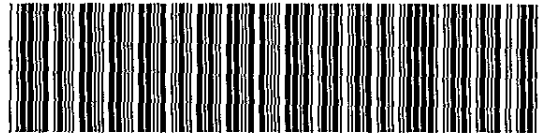
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October 20, 2003

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

Re: Articles of Amendment to Florida Medical Quality Assurance, Inc.'s
Articles of Incorporation
Document Number P92000014347

Dear Sir/Madame:

Enclosed for filing is an original and copy of Articles of Amendment to Florida Medical Quality Assurance, Inc.'s (Document Number P92000014347) Articles of Incorporation. Additionally, enclosed is a check payable to the Division of Corporations in the amount of \$43.75. This check is to cover the \$35.00 filing fee for Articles of Amendment as well as \$8.75 to obtain a certified copy of the amendments. Please mail the certified copy of the amendments to me.

As the designated point of contact for the Company on this matter, please address any questions or comments to me at the above-indicated telephone number or address. Thank you for your assistance.

Sincerely,


Alexander J. Brittin

Encl.

cc: Lawrence Shapiro, MD, Chairman of the Board
T. Logan Malone, Ed. D., CEO

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FLORIDA MEDICAL QUALITY ASSURANCE, INC.

(DOCUMENT NUMBER P92000014347)

Signed
original

Pursuant to Section 607.1006 of the Florida Statutes, Florida Medical Quality Assurance, Inc., hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Shareholder adopted the following amendments to the Articles of Incorporation:

ARTICLE TWO: The Second Article is amended and updated to reflect the current address of the principal office and the current mailing address of the Corporation. The Second Article should now read:

The address of the principle office and the mailing address of the Corporation is: 4350 West Cypress St., Suite 900, Tampa, FL 33607

ARTICLE THREE: The Third Article is amended and updated. The Third Article should now read:

1. To perform the duties and functions of a Utilization and Quality Control Peer Review Organization ("PRO") and a Quality Improvement Organization ("QIO"), as specified in Title XI of the Social Security Act and regulations, manuals and guidelines promulgated by the Department of Health and Human Service ("HHS"), Centers for Medicare & Medicaid Services ("CMS");
2. To provide physician peer review of quality and medical necessity of medical services to all recipients;
3. To conduct scientific research and education concerning the practice of medical care;
4. To promote, develop and encourage the distribution of high quality medical services to all recipients;
5. To protect the public health;
6. To establish review mechanisms for healthcare;

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7. To enter into contracts with for-profit and non-profit Corporations and governments to furnish review services and assistance to improve healthcare quality;
8. To assure the public of the optimum quality and use of its healthcare expenditures;
9. To work in cooperation with prepaid private insurers and any other healthcare benefit plans; and
10. To carry on any activity in connection with the above stated purposes not forbidden by the laws of the State of Florida and with all the powers conferred upon Corporations by the laws of the State of Florida; provided, however, that this Corporation is expressly prohibited from engaging in any activity which may be defined or construed under the laws of the State of Florida as constituting the practice of medicine or osteopathic medicine in this State.

ARTICLE SEVEN: The Seventh Article is amended and updated to reflect the current address of the Corporation's registered office and the name of its registered agent. The Seventh Article should read:

The street address of the registered office of the Corporation is: 4350 West Cypress St., Suite 900, Tampa, FL 33607. The name of the Corporation's registered agent at its registered office is T. Logan Malone, Ed. D.

ARTICLE EIGHT: The Eighth Article, including the names and address of the initial directors, is deleted in its entirety and replaced with the following:

There shall be up to thirteen (13) Directors on the Board. The number of Directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws. The number of Directors may be increased or decreased from time to time, in the manner provided in the Bylaws. In accordance with Florida law, the Shareholder reserves the right to make changes to the Board as well as the Bylaws.

SECOND: No amendment has been made or proposed that provides for an exchange, reclassification or cancellation of any issued or outstanding shares.

THIRD: The date of each amendment's adoption by the Shareholder was October 15, 2003.

FOURTH: Adoption of Amendments. The shareholder approved the above Articles of Amendment to the Articles of Incorporation. The vote by the Shareholder was sufficient for approval of all amendments.

Signed and effective this 16th day of October, 2003.

BY: T. Logan Malone
T. Logan Malone, Ed. D. CEO

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