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LAW OFFICES

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BERTRAM A. SAPURSTEIN  
BRUCE E. BLOCH

September 2, 1997

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-09/05/97--01008--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

VIA FEDERAL EXPRESS

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Articles of Amendment - Boulevard Health Center of  
Hallandale, Inc.

Dear Secretary of State:

Enclosed please find original and one copy of Articles of  
Amendment to Articles of Incorporation and Action by Shareholders  
and Directors for BOULEVARD HEALTH CENTER OF HALLANDALE, INC.  
together with our check in the amount of \$35.00 for the filing of  
same, with a certified copy to be returned to our office for our  
records.

If there is any question or delay in transmitting these  
Articles back to us, kindly call the undersigned at (305) 670-9500  
as soon as possible.

Very truly yours,

BRUCE E. BLOCH, ESQ.

BEB/mc  
Enc.

97 SEP 5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SEP 11 1997

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BOULEVARD HEALTH CENTER OF HALLANDALE, INC.

FILED  
97 SEP -5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Article V of the Articles of Incorporation of BOULEVARD HEALTH CENTER OF HALLANDALE, INC. is hereby amended to read as follows:

ARTICLE V. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be:

Theodore Manulkin, M.D.  
2100 E. Hallandale Beach Boulevard  
Suite 406  
Hallandale, Florida 33009

2. Article VII of the Articles of Incorporation of BOULEVARD HEALTH CENTER OF HALLANDALE, INC. is hereby amended to read as follows:

ARTICLE VII. DIRECTORS

The name of the director of this Corporation and his street address is:

Theodore Manulkin, M.D.  
2100 E. Hallandale Beach Boulevard  
Suite 406  
Hallandale, Florida 33009

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

3. Article VIII of the Articles of Incorporation of BOULEVARD HEALTH CENTER OF HALLANDALE, INC. is hereby amended to read as follows:

ARTICLE VIII. OFFICERS

The names of the officers of this Corporation, their respective titles and their street addresses are:

President: Theodore Manulkin, M.D.  
2100 E. Hallandale Beach Blvd.  
Suite 406  
Hallandale, Florida 33009

4. Articles IX of the Articles of Incorporation of BOULEVARD HEALTH CENTER OF HALLANDALE, INC. is hereby amended to read as follows:

**ARTICLE IX. STOCKHOLDERS**


The names of the stockholders of this Corporation and the distribution of their respective shares are:

Theodore Manulkin, M.D. 100 Shares

The foregoing amendment was adopted by the unanimous approval of the Shareholders and Board of Directors of this Corporation on 7/18, 1997. All stockholders of all classes of stock unanimously voted in favor of the foregoing amendment and the number of votes cast for this amendment by each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 18 day of July, 1997.

  
THEODORE MANULKIN, President

  
JACK DRIMMER, Vice-President

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 18  
\_ day o July, 1997, by THEODORE MANULKIN, M.D.

Frances M. Buinicki  
Signature  
Notary Public-State of Florida

(Seal) **OFFICIAL NOTARY SEAL**  
**FRANCES M. BUINICKI**  
**NOTARY PUBLIC STATE OF FLORIDA**  
**COMMISSION NO. CC363122**  
**MY COMMISSION EXP. JUNE 2, 1999**

FRANCES M. BUINICKI  
Print, type or stamp name  
of Notary Public

Personally Known or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 18  
\_ day o July, 1997, by JACK DRIMMER, M.D.

Frances M. Buinicki  
Signature  
Notary Public-State of Florida

(Seal) **OFFICIAL NOTARY SEAL**  
**FRANCES M. BUINICKI**  
**NOTARY PUBLIC STATE OF FLORIDA**  
**COMMISSION NO. CC363122**  
**MY COMMISSION EXP. JUNE 2, 1999**

FRANCES M. BUINICKI  
Print, type or stamp name  
of Notary Public

Personally Known or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

## EXHIBIT A

PLAN OF RECAPITALIZATION OF  
BOULEVARD HEALTH CENTER OF HALLANDALE, INC.

1. General Statement. It is proposed to amend the Articles of Incorporation of BOULEVARD HEALTH CENTER OF HALLANDALE, INC. (the "Corporation") to reflect THEODORE MANULKIN, M.D. to be the owner of 100% of the shares of stock issued by the Corporation.

2. Business Purpose. The Corporation seeks to amend its capital structure in a manner as to increase its ability to issue capital stock without adversely affecting the continuous harmonious management of the Corporation.

3. Present Capitalization. The present capital structure of the Corporation consists of 100 Common Stock authorized shares, par value \$1.00, of which 100 shares are issued and outstanding.

4. New Capital Structure. Article IX of the Articles of Incorporation of the Corporation shall be amended to read as follows:

ARTICLE IX SHAREHOLDER

The name of the stockholder of this Corporation and the distribution of their respective shares are:

Theodore Manulkin, M.D.	100 Shares
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The Amendment will be effective upon filing with the Secretary of State of the State of Florida.

5. Expenses. The Corporation shall bear all expenses for the implementation of this Plan, including the authorization and issuance of the shares of stock herein required to be issued.

6. By-laws. The By-laws of the Corporation shall be amended as necessary to give effect to the purpose of this Plan.

ACTION BY SHAREHOLDERS  
AND DIRECTORS  
OF BOULEVARD HEALTH CENTER OF HALLANDALE, INC.

The undersigned, being all of the Shareholders and Directors of BOULEVARD HEALTH CENTER OF HALLANDALE, INC., a Florida corporation, hereby waive all formal requirements to the action set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following action:

1. The Corporation hereby adopts the Plan of Recapitalization attached hereto as Exhibit A.

2. In implementation of the Plan of Recapitalization, the Corporation shall amend its Articles of Incorporation to provide all common stock to be owned by Theodore Manulkin, M.D.

3. Jack Drimmer, M.D. shall no longer be an officer, director and shareholder of the Corporation and the Corporation shall amend its Articles of Incorporation accordingly.

4. The Officers of this Corporation are authorized and directed to effectuate and execute the foregoing resolutions.

IN WITNESS WHEREOF, we have hereunto set our hands on 18

July, 1997.

THEODORE MANULKIN, M.D.  
Shareholder and Director

Jack Drimmer

JACK DRIMMER, M.D.  
Shareholder and Director