

Division of Corporations

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Florida Department of State

Division of Corporations
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PLEASE ARRANGE FILING OF THESE ARTICLES OF AMENDMENT
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BASIC AMENDMENT

TOTAL MEDICAL SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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Corporate Filing

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOTAL MEDICAL SOLUTIONS, INC.

FILED
00 FEB 29 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Total Medical Solutions, Inc. (hereinafter referred to as the "Corporation").
2. Article VIII of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

ARTICLE VIII

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is three million (3,000,000), consisting of (i) one million (1,000,000) shares of Class A Voting Common Stock, par value \$0.001 per share ("Class A Voting Common Stock"), and (ii) two million (2,000,000) shares of Class B Non-Voting Common Stock, par value \$0.001 per share ("Class B Non-Voting Common Stock"). Class A Voting Common Stock and Class B Non-Voting Common Stock shall sometimes hereinafter be referred to collectively as "Common Stock." The preferences, limitations and relative rights of the Class A Voting Common Stock and Class B Non-Voting Common Stock are as follows:

- (a) Voting Rights. The holder of each share of Class A Voting Common Stock shall have the right to one vote per share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The holders of Class B Non-Voting Common Stock shall not have any voting rights and shall not be entitled to notice of any meeting of the shareholders of the Corporation.
- (b) Liquidation Rights. Upon the dissolution of the Corporation, holders of Common Stock shall be entitled to receive a pro rata share of the net assets of the Corporation based upon their respective ownership of shares of Common Stock.
- (c) Dividend Rights. The holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors of the Corporation.


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- (d) Share Division. On the date of the filing of these Articles of Amendment to the Articles of Incorporation with the Department of State of The State of Florida, the 500 issued and outstanding shares of the Corporation's previously authorized common stock, par value \$1.00 per share ("Old Common Stock"), shall thereby and thereupon be divided, classified and converted into 1,000,000 validly issued, fully paid and nonassessable shares of Class A Voting Common Stock of the Corporation reflecting a conversion ratio of 2,000 shares of Class A Voting Common Stock for 1 share of Old Common Stock. Each certificate that heretofore represented outstanding shares of Old Common Stock shall now represent the number of shares of Class A Voting Common Stock into which the shares of Old Common Stock represented by such certificate were divided, reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented outstanding shares of Old Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing or representing the number of shares of Class A Voting Common Stock to which such person is entitled.
3. The foregoing amendment was adopted by all of the directors of the Corporation by written consent dated the 29th day of February, 2000, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and by all of the shareholders of the Corporation by written consent dated the 29th day of February, 2000, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast was sufficient for approval.

Dated this 29th day of February, 2000.

TOTAL MEDICAL SOLUTIONS, INC.,
a Florida corporation

By: 
Marcia F. Roy, President