

# P95000009185

FRED F. HARRIS

GREENBERG TRAUIG

(Requestor's Name)

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(Address)

TALLAHASSEE, FL 32301

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CALL JUNE @ 222-6891 WHEN READY.

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FLORIDA PHYSICIAN SERVICES, INC. P95000009185

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

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☒ Pick up time

please call

☒ Certified Copy

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☐ Photocopy

☐ Certificate of Status

\$87.50

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-04/25/97-01051-015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

4/25

*Jon Amend C.C.*

Examiner's Initials

RECEIVED  
97 APR 25 AM 11:19

AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FLORIDA PHYSICIAN SERVICES, INC.  
(A Florida Corporation)

FILED

97 APR 25 PM 2:28

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the authority to amend the articles of incorporation as provided in Sections 607.1001 and 607.1007, Florida Statutes, the Articles of Incorporation of Florida Physician Services, Inc. (the "Corporation"), are hereby amended as follows:

Article II - Capital Stock shall be deleted and the following shall be inserted in its place:

**ARTICLE II - CAPITAL STOCK**

*I. Common Stock. The aggregate number of shares of voting common stock which the Corporation shall have the authority to issue is 2,169 shares of Common Stock, par value \$.01 per share.*

*II. Class A Noncumulative, Nonvoting, Preferred Stock. The aggregate number of Class A noncumulative, nonvoting preferred stock which the Corporation shall have the authority to issue is 539 shares. The Class A preferred stock shall entitle the holders thereof to receive out of the surplus a preferred dividend of \$313.48 per share per annum, payable annually, before any payments toward the Class B preferred shares for such year and before any dividend shall be set apart or paid on the common shares for such year. If less than the full preferential dividend is paid to the holders of Class A preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid. The Class A preferred shares shall have no right to vote for the election of*

*directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval.*

*In case of liquidation, dissolution, or distribution of assets of the Corporation, the holders of Class A preferred shares shall not be entitled to any amount and the balance of the assets after payment of creditors shall be paid to the owners of the Common Shares.*

*III. Class B Noncumulative, Nonvoting, Preferred Stock. The aggregate number of Class B noncumulative, nonvoting preferred stock which the Corporation shall have the authority to issue is 461 shares. The Class B preferred stock shall entitle the holders thereof to receive out of the surplus a preferred dividend of \$313.48 per share per annum, payable annually, after any payments toward the Class A preferred shares for such year and before any dividend shall be set apart or paid on the Common Shares for such year. If less than the full preferential dividend is paid to the holders of Class B preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid. The Class B preferred shares shall have no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval.*

*In case of liquidation, dissolution, or distribution of assets of the Corporation, the holders of Class B preferred shares shall not be entitled to any amount and the balance of the assets after payment of creditors shall be paid to the owners of the Common Shares.*

ARTICLE IV - INITIAL BOARD OF DIRECTORS shall be deleted and the following inserted:

**ARTICLE IV - BOARD OF DIRECTORS**

*The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than eleven (11) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation.*

**CERTIFICATE**

The foregoing Amendment to the Articles of Incorporation was duly adopted by a unanimous affirmative vote of the shareholders on April 23, 1997 in accordance with Article X of the Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned, constituting the current President of Florida Physician Services, Inc., has hereunto set his hand and seal as of this 24 day of April, 1997.

A handwritten signature in dark ink, appearing to read 'E. Brill', is written over a horizontal line.

**Eric J. Brill, President**