

P 95000023879

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.

FILED
00 FEB 25 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
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AMEND
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 2000

DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.
1551 WEST BAY DRIVE
LARGO, FL 33770US

SUBJECT: DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.
REF: P95000023879

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* If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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Karen Gibson
Corporate Specialist

FAX Aud. #: H00000008494
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DIAGNOSTIC CLINIC MEDICAL GROUP, P.A.**

FILED
00 FEB 25 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diagnostic Clinic Medical Group, P.A., a professional corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation and to effect a recapitalization of its capital stock, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting the existing Article IV of the Articles of Incorporation in its entirety as of the date hereof and substituting therefor the provisions of Article IV as set forth below.
2. As amended below, Article IV of the Articles of Incorporation has the effect of creating three new classes of capital stock of this Corporation: (i) Class A Voting Common Stock, par value \$.01 per share (the "Class A Common"), (ii) Class B Nonvoting Common Stock, par value \$.01 per share (the "Class B Common"), and (iii) Callable Participating Voting Preferred Stock, \$100 par value per share.
3. This amendment to the Articles of Incorporation was approved and adopted by (1) the Board of Directors of this Corporation by written consent thereof dated January 5, 2000 and (2) a vote of the holders of a majority of the shares of Common Stock of this Corporation at a meeting thereof duly called and held on January 5, 2000, which vote was sufficient for approval of the amendment to the Articles of Incorporation.
4. Immediately upon the filing of these Articles of Amendment by the Secretary of State of the State of Florida, the issued and outstanding shares of common stock of the Corporation shall be exchanged for and converted into the newly authorized Preferred Stock of the Corporation as follows:
 - (a) Each share of the presently outstanding common stock of the Corporation shall, without any action on the part of the holder thereof, be converted into one share of the newly authorized Preferred Stock, par value \$100 per share.
 - (b) Fractional shares of the Corporation shall not be issued.
 - (c) Each share of the presently issued capital stock of the Corporation held by the Corporation in its treasury, if any, shall, without any further action on the part of the Corporation, be canceled and no shares shall be issued in lieu thereof.

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- 5. This amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and, thereafter, Article IV of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE IV

(a) General. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 205,000, which shall be divided into three classes of shares as follows: (1) 100,000 shares of Class A Voting Common Stock, par value \$.01 per share, (2) 100,000 shares of Class B Nonvoting Common Stock, par value \$.01 per share, and (3) 5,000 shares of Callable Participating Preferred Stock, \$100 par value per share. This corporation may not issue shares of capital stock without the approval of its Board of Directors, and the consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. Each shareholder who is not an individual must be owned ultimately by one or more persons who are, and each shareholder who is an individual must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(b) Class A Voting Common Stock and Class B Nonvoting Common Stock. The relative rights, privileges and limitations of the shares of Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the shares of Class A Voting Common Stock and the holders of the Callable Participating Preferred Stock and, except as otherwise required by law, the holders of the shares of Class B Nonvoting Common Stock shall not have any voting power. Except as otherwise required by law, each share of Class A Voting Common Stock and each share of Callable Participating Preferred Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. Distributions of either shares of Class A Voting Common Stock or Class B Nonvoting Common Stock may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

(c) Callable Participating Preferred Stock. The Callable Participating Preferred Stock of this corporation (the "Preferred Stock") shall consist of 5,000 authorized shares, par value \$100 per share, of which the preferences and relative and other rights, and the qualifications, limitations or restrictions thereof, shall be as follows:

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(1) Dividends. The Preferred Stock shall not entitle the holder of record thereof to any dividend preference over the holders of any other class or series of stock of this corporation (including Class A Voting Common and Class B Nonvoting Common Stock). The holders of the shares of Preferred Stock shall receive dividends when, as and if declared by the Board of Directors of this corporation.

(2) Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Preferred Stock shall be entitled to be paid a liquidation preference of \$100 per share with respect to all outstanding Preferred Stock owned by them, plus any accrued but unpaid dividends thereon. "Junior Stock" shall mean any class or series of stock (including Class A Voting Common and Class B Nonvoting Common Stock) of the corporation not entitled to receive any assets upon liquidation, dissolution or winding up of the affairs of the corporation until the Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up. Such amount shall be paid in cash or in property taken at its fair value, or both, at the election of the Board of Directors. If such payment shall have been made in full to the holders of the Preferred Stock, the remaining assets and funds of the corporation shall be distributed among the holders of Junior Stock, according to their respective shares. If, upon any such liquidation, dissolution or other winding up of the affairs of the corporation, the net assets of the corporation distributable among the holders of all outstanding shares of the Preferred Stock shall be insufficient to permit the payment in full of such holder of the preferential amounts to which they are entitled, then the entire net assets of the corporation shall be distributed among the holders of the Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled. Neither the consolidation nor merger of the corporation into or with another corporation or corporations, nor the sale, lease or transfer of all or substantially all of the assets of the corporation to another corporation or corporations shall be deemed a liquidation, dissolution or winding up of the affairs of the corporation within the meaning of this paragraph. Notwithstanding the foregoing, any sale, lease or transfer of 80% or more of the outstanding capital stock or assets of the corporation, or any consolidation or merger in which stockholders of the corporation receive distributions of cash, property or securities of any entity other than the corporation as a result of such consolidation or merger (other than a merger or consolidation effected solely for the purpose of changing the state of incorporation of the corporation), shall be deemed a liquidation under the provisions of this paragraph if the holders of a majority of the Preferred Stock then outstanding shall so elect.

(3) Call Feature.

(i) Call Upon Certain Events at the Option of the Corporation. The Preferred Stock shall be callable or redeemable, in whole or in part, at the option of the corporation by resolution of its Board of Directors, at any time after the issuance of such Preferred Stock, at a price equal to one hundred dollars (\$100) per share, plus any dividends accrued and unpaid on such

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Preferred Stock to the date fixed for redemption, upon the occurrence of any one of the following events with respect to any holder of Preferred Stock of the corporation:

A. a holder of Preferred Stock ceases to be an employee of the corporation for any reason whatsoever, including the death or retirement of such holder of Preferred Stock;

B. a levy or other taking of possession of any shares of Preferred Stock owned by a holder of Preferred Stock by a sheriff, United States Marshall or other competent governmental authority, or by a trustee or debtor-in-possession in bankruptcy, as such terms are defined pursuant to applicable bankruptcy law, as the case may be;

C. an attempt to sell or otherwise transfer any shares of Preferred Stock owned by a holder of Preferred Stock by a sheriff, United States Marshall or other competent governmental authority by execution or otherwise pursuant to law, or the filing of a notice or motion evidencing the intention to sell any shares of Preferred Stock owned by a holder of Preferred Stock by a trustee or debtor-in-possession in bankruptcy, as such terms are defined pursuant to applicable bankruptcy law, as the case may be; or

D. a holder of Preferred Stock attempts to transfer any portion of his or her Preferred Stock to a spouse or former spouse pursuant to a property settlement agreement entered into prior to filing for divorce or dissolution of marriage, or pursuant to any court approved or court ordered property settlement agreement entered into in connection with a suit for dissolution of marriage, legal separation or any similar status, if such transfer is pursuant to the entry of a final order from which there is no further right of appeal or from which no further appeal is taken.

(ii) Call Procedure. Upon the occurrence of any one of the events set forth above giving rise to a call feature with respect to the Preferred Stock owned by a holder of Preferred Stock and the determination by the Board of Directors of the corporation to call the Preferred Stock owned by such holder of Preferred Stock, the corporation shall, within ten (10) days of the adoption of the Board of Directors resolution authorizing such Preferred Stock to be called, cause to be mailed to the holder of record of Preferred Stock whose Preferred Stock is to be called a notice specifying the date of redemption of the Preferred Stock selected for redemption at his or her address as the same shall appear on the stock books of the corporation. However, no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for redemption of the Preferred Stock. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice. Upon such redemption date, or upon such earlier date as the Board of Directors shall designate for payment of the \$100 per share redemption price plus accrued and unpaid dividends (unless the corporation shall default in the payment of the redemption price as set forth in such notice), the holder of Preferred Stock called for redemption and to whom notice has been duly given shall cease to be a stockholder with respect to such shares and shall have no interest in or claim against the corporation by virtue thereof and shall have no rights with respect to such shares except the right to receive the

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monies payable upon such redemption from the corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding. Upon redemption of shares of Preferred Stock in the manner set out herein, or upon the purchase of the Preferred Stock by the corporation, Preferred Stock so acquired by the Corporation shall be canceled and shall then be available for reissuance.

(4) Voting Rights. The Preferred Stock shall be vested with voting power for the election of directors and for all other purposes, together with the Class A Voting Common Stock. Except as otherwise required by law, each share of Callable Participating Voting Preferred Stock and each share of Class A Voting Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation.

(5) Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of this corporation has been executed as of this 25th day of February 2000.

DIAGNOSTIC CLINIC MEDICAL GROUP,
P.A.

By: H Charles Campbell
H. Charles Campbell, M.D., President

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