

P96000002804

HAWKINS, HAWKINS & BURT

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

501 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114-4986

ALFRED E. HAWKINS, P.A.
DONALD E. HAWKINS, P.A.
DAVID A. BURT, P.A.

TELEPHONE (904) 252-4499
FAX (904) 258-1311

July 16, 1997

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*****87.50 *****87.50

Amendment Department
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: **PROWEH HEALTH SYSTEMS, INC.**
CORRECTED ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION

Gentlemen:

Please find enclosed for filing, original and one (1) copy of Corrected Articles of Amendment to Articles of Incorporation (Statement of Proweh Health Systems, Inc. with attached copy of Resolution 2 of Meeting of Board of Directors). Also enclosed is this firm's check in the amount of \$87.50, to cover the following:

| | |
|-----------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy of Amendment | <u>52.50</u> |
| TOTAL | \$ 87.50 |

Please return the certified copy of the Corrected Articles of Amendment to this office.

Thank you for your assistance in this matter.

Yours very truly,

HAWKINS, HAWKINS & BURT

By: 

David A. Burt, P.A.

DAB/bab
encls.

*Attaching this Amendment
to correct previous Amendment
filed 5/27/97.*

VS AUG 29 1997

Amend

FILED
97 AUG 27 AM 11:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1997

DAVID A. BURT, P.A.
501 S. RIDGEWOOD AVE.
DAYTONA BEACH, FL 32114-4986

SUBJECT: PROWEH HEALTH SYSTEMS, INC.
Ref. Number: P96000002804

We have received your document for PROWEH HEALTH SYSTEMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Correction must be filed within 10 business days of the date that the original document was filed.

Please entitle your document Articles of Amendment.

Please state what is being amended or changed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 097A00037446

HAWKINS, HAWKINS & BURT

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

501 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114-4986

ALFRED E. HAWKINS, P.A.

DONALD E. HAWKINS, P.A.

DAVID A. BURT, P.A.

TELEPHONE (904) 252-4499

FAX (904) 252-1311

August 25, 1997

Ms. Velma Shepard, Corporate specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

**Re: PROWEH HEALTH SYSTEMS, INC.
CORRECTED ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION
Your Reference #P96000002804**

Dear Ms. Shepard:

Pursuant to your letter of July 24, 1997, copy of which is enclosed, please find enclosed for filing, original and one (1) copy of Corrected Articles of Amendment to Articles of Incorporation with attached copy of Resolution 2 of Meeting of Board of Directors, of Proweh Health Systems, Inc.

We have previously forward our check to you in the amount of \$87.50 to cover the following:

| | |
|-----------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy of Amendment | <u>52.50</u> |
| TOTAL | \$ 87.50 |

Please return the certified copy of the Corrected Articles of Amendment to this office.

Thank you for your assistance in this matter.

Yours very truly,

HAWKINS, HAWKINS & BURT

By: 

David A. Burt, P.A.

DAB/bab
encls.

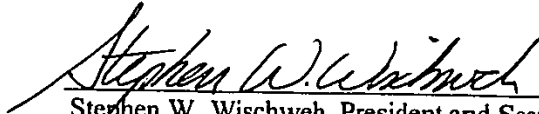
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

STATEMENT OF PROWEH HEALTH SYSTEMS, INC.
PURSUANT TO SECTION 607.047(3), FLORIDA STATUTES
RELATING TO THE ISSUANCE OF
FIRST SERIES PREFERRED STOCK

FILED
97 AUG 27 AM 11:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is Proweh Health Systems, Inc.
2. A copy of the resolution establishing and designating the series known as First Series Preferred Stock and fixing and determining the relative rights and preferences is attached hereto as Exhibit A.
3. Such resolution was adopted on January 6, 1997.
4. Such resolution was duly adopted by the board of directors and shareholders.
5. The Articles of Amendment previously filed by Proweh Health Systems, Inc. on May 27, 1997, did not contain a correct copy of the resolution establishing the First Series Preferred Stock. The third word of the first sentence of Paragraph (6) of the Resolution is correctly "subordinates". The purpose of this Amendment is to correct the first sentence of Paragraph (6) to read in accordance with the attached resolution.


IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed this Statement on August 23, 1997.


Stephen W. Wischweh, President and Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

On this 23^d day of August, 1997, personally appeared before me, a notary public of the State of Florida, Stephen W. Wischweh, to me well known to be the President and Secretary of Proweh Health Systems, Inc. who executed the foregoing Statement and they acknowledged that said execution was his act and deed and that the facts therein set forth are truly stated.


Notary Public, State of Florida at Large
My Commission expires: _____
Commission No. _____



RESOLUTION NO. 2
MEETING OF BOARD OF DIRECTORS OF
PROWEH HEALTH SYSTEMS, INC.

Held at 2833 Meadow Hill Drive, Clearwater, Florida on January 6, 1997.

Resolution Establishing First Series Preferred Stock

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation by its Articles of Incorporation, as amended, the Board of Directors hereby creates series of preferred stock to be designated First Series Preferred Stock, consisting of 100,000,000 shares, \$0.00001 par value each, and which the preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions on such preferences and rights of such series shall be as follows:

(1) Issuance. The First Series Preferred Stock shall be issued in such amounts as may be directed by the Board of Directors to accommodate certain redemption rights, hereafter defined, with respect to certain limited partnerships to be created by the Corporation. The certificate representing the First Series Preferred Stock shall designate to which limited partnership the redemption rights shall apply.

(2) Dividends. The holders of record of First Series Preferred Stock shall not be entitled to any dividends from the Corporation.

(3) Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation, the holders of record of First Series Preferred Stock shall not be entitled to receive any of the assets of the Corporation.

(4) Voting. The holders of record of First Series Preferred Stock shall not be entitled to vote on any issues, including the election of directors, involving the Corporation, except as may be required by law or which may adversely effect their respective rights as holders of First Series Preferred Stock.

(5) Redemption. Upon the creation, by the Corporation, of any of the limited partnerships (or similar entities) (hereinafter "limited partnerships") set forth in the attached Exhibit A, the holder of the First Series Preferred Stock related to the limited partnership so created shall be required to surrender, and the Corporation shall be obligated to redeem, such First Series Preferred Stock in exchange for Investment Unit(s) in such limited partnerships in an amount equal to one dollar (\$1.00) for each of the First Series Preferred Stock held by such holder. The Corporation shall have no obligation to create any of the limited partnerships, and nothing contained herein is intended to give any holder of the First Series Preferred Stock the right to compel the Corporation to create any such limited partnership.

Not less than ninety (90) days after the creation of a limited partnership as specified in the foregoing paragraph, a notice specifying the time and place of such redemption shall be given by first-class mail, postage prepaid, to the holders of record of the affected First Series Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for redemption. 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.

After the date fixed for the redemption of the affected First Series Preferred Stock by the Corporation, the holder of such shares shall cease to be stockholders with respect to such shares and shall have no interest in or claims against the Corporation by virtue thereof and shall have no voting or other rights with respect to such shares, except the rights to receive the Units of the limited partnership so created upon such redemption from the Corporation upon surrender (and endorsement, if required by the Corporation) of their certificates and the shares represented thereby shall no longer be deemed to be outstanding.

(6) Subordination. The Corporation subordinates to the holder of any Investment Unit(s) of the limited partnerships which are acquired by redemption of the First Series Preferred Stock the following annual rate of return for each dollar value of such Investment Unit(s) held by such holder:

- a. 8% rate of return if the Corporation enrolls as Members one (1%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership,
- b. 15% rate of return if the Corporation enrolls as Members two (2%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership,
- c. 25% rate of return if the Corporation enrolls as Members three (3%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership,
- d. 32% rate of return if the Corporation enrolls as Members four (4%) percent of the eligible lives, as defined by the limited partnership agreement, in the geographic region covered by the limited partnership.

For purposes of this paragraph, the percentage specified above shall be calculated using only those Members within the geographic region who are purchasers of the MSA Plus Product Line and who have been enrolled as Members for not less than six consecutive months.

The Corporation shall pay to the holder of such Investment Unit(s) the amount necessary to increase the actual annual rate of return earned to the amount specified above once the percentage of eligible lives herein described has been attained. Such calculations shall be made on the first day

of each calendar year for the previous calendar year and any shortfall shall be paid to the holders of such Investment Unit(s) within 30 days. Such payments will be made by the Corporation from its net earnings before taxes, earned from any source. If the amount due the holders of such Investment Unit(s) exceeds the Corporation's net earnings (before taxes in the same year), then the balance due, if any, shall be carried forward at 7% simple interest until said balance due plus accrued interest is paid.

(7) Conversion. The First Series Preferred Stock are not convertible or exchangeable for shares of any other class or classes of stock of the Corporation.

(8) No Other Rights. The shares of the First Series Preferred Stock shall not have any relative, participating, optional or other special rights or powers other than as set forth above and in the Articles of Incorporation, as amended.

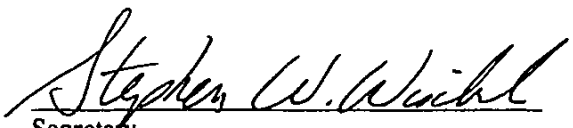
DONE THIS 6th day of January, 1997.


President

Secretary

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of Proweh Health Systems, Inc. on the 6th day of January, 1997.

DATED: June 11, 1997


Secretary

(SEAL)

EXHIBIT A

PROWEH HEALTH SYSTEMS, INC.

Limited Partnership Names

Proweh - West Florida Limited Partnership
Proweh - Southeast Florida Limited Partnership
Proweh - North Florida Limited Partnership
Proweh - Alabama Limited Partnership
Proweh - Georgia Limited Partnership
Proweh - Tennessee Limited Partnership
Proweh - Gulf States Limited Partnership
Proweh - Arkoma Limited Partnership
Proweh - Texas Limited Partnership
Proweh - DC Limited Partnership
Proweh - MidAtlantic Limited Partnership
Proweh - Virginia Limited Partnership
Proweh - North Carolina Limited Partnership
Proweh - South Carolina Limited Partnership
Proweh - Western Pennsylvania Limited Partnership
Proweh - Ohio Limited Partnership
Proweh - Kentucky Limited Partnership
Proweh - Eastern Pennsylvania Limited Partnership
Proweh - New Jersey Limited Partnership
Proweh - NYC Limited Partnership
Proweh - New England Limited Partnership
Proweh - Massachusetts Limited Partnership
Proweh - New York Limited Partnership
Proweh - Illinois Limited Partnership
Proweh - Michigan Limited Partnership
Proweh - Indiana Limited Partnership
Proweh - Minnesota Limited Partnership
Proweh - Missouri Limited Partnership
Proweh - Midwest Limited Partnership
Proweh - Mountain States Limited Partnership
Proweh - Northern California Limited Partnership
Proweh - Northwest Limited Partnership
Proweh - LA Limited Partnership
Proweh - San Diego Limited Partnership
Proweh - Southwest Limited Partnership