Thomas W. Ruggles, P.A.

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1900000053H

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

RE: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SOUTHSIDE EMERGENCY PHYSICIANS

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Gentlemen:

I am enclosing an original and a copy of Articles of Amendment to Articles of Incorporation of Southside Emergency Physicians, P.A. which changes the capital structure of the corporation. Also enclosed is a check in the amount of \$87.50 to cover the filing fee (\$35.00) and the certified copy (\$52.50).

Please return a certified copy of the Amendment to my office. In the event of any questions or problems, please call.

Very truly yours,

THOMAS W. RUGGLES

TWR:da Enc.

cc:

Beverly P. Wilcher, D.O., President Lloyd A. Tabb, M.D., Secretary Southside Emergency Physicians, P.A

1/C/SecySt2.Ltr #11178

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

The following provisions of the Articles of Incorporation of SOUTHSIDE EMERGENCY PHYSICIANS, P.A., a Florida professional association, originally filed in the office of the Florida Department of State on February 15, 1996, Charter Number P96000015347, FEIN 59-3360758, be and they hereby are amended as follows:

Article III, Be and it hereby is deleted in its entirety and is amended to read as follows:

"ARTICLE III.

The capital stock of this Corporation shall consist of one (1) class to be known as Common. The total number of shares authorized to be issued is two thousand (2,000). The par value of each share of common stock shall be Five Dollars (\$5.00)."

The foregoing amendment to change the capital structure and the following resolution in support thereof were unanimously adopted by the Stockholders and Directors of the Corporation pursuant to all of the applicable provisions of Florida law and the Bylaws of the Corporation on the 10th day of April, 1997.

IT IS RESOLVED that all of the outstanding shares of said Corporation shall be surrendered to the Treasurer in exchange for new stock in the exact ratio of their old shares to new shares of the Corporation issued under the corporate name. The Secretary of the Corporation shall notify each Stockholder in writing as to the necessity and reason for this exchange of stock. The expenses of the exchange of stock shall be the sole expense of the Corporation; and

BE IT FURTHER RESOLVED that the President and Secretary of the Corporation shall execute a Certificate of Amendment to the Articles of Incorporation and shall cause the Amendment to be filed with the Department of State, Corporation Division, State of Florida. Further, the President and Secretary shall take such other action as may be necessary or appropriate incident to the change in the capital structure of this Corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary, who are also Directors and stockholders of the Corporation, have executed these Articles of Amendment this _____ day of April, 1997.

SOUTHSIDE EMERGENCY PHYSICIANS, P.A. P.wille 20 BEVERLY P/WILCHER, D.O. PRESIDENT - DIRECTOR LLOYD A. TABB, M.D. SECRETARY - DIRECTOR STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing document was acknowledged before me on the <u>l</u> day of April, 1997 by BEVERLY P. WILCHER, D.O., as President-Director of the Corporation, and by LLOYD A. TABB, M.D., as Secretary-Director of the Corporation, who: are personally known to me, or are not personally known to me, who produced in the corporation as identification.

NOTARY PUBLIC

State of Florida at Large

Commission Number & Expiration Date:

(Seal)

OFFICIAL NOTARY SEAL DEBORAH J VISHER NOTARY PUBLIC - STATE OF FLORIDA My Commission Expires May 23, 2000 Comm. No. OC 557019