

P96000059951

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(Address)

(City/State/Zip/Phone #)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GI Endoscopy Partners, Inc
DOCUMENT NUMBER: P 96000059951

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Madeline Alonso
Name of Contact Person
G.I. Endoscopy Partners, Inc
Firm/ Company
2140 W 68th St. Ste 305
Address
Hialeah, FL 33016
City/ State and Zip Code
malonso@digestivemed.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Madeline at (305) 822-4107 XT. 136
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

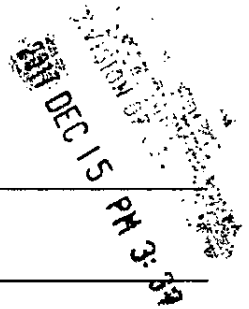
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Articles of Amendment
to
Articles of Incorporation
of

G.I. Endoscopy Partners, Inc
(Name of Corporation as currently filed with the Florida Dept. of State)

P 96000059951

(Document Number of Corporation (if known))



Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

n/a The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

n/a

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

n/a

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent Francisco Maderal
2140 W 68th St. Suite 305
(Florida street address)

New Registered Office Address: Hialeah, Florida 33016
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

Type of Action
(Check One)

Title

Name

Address

- | | | | |
|--|-----------|-----------------------------|-------------------------------|
| 1) <input type="checkbox"/> Change | <u>PD</u> | <u>Victor Padilla, MIII</u> | <u>2140 W 68th St Ste 305</u> |
| <input type="checkbox"/> Add | | | <u>Hialeah Fl 33016</u> |
| <input checked="" type="checkbox"/> Remove | | | |
| 2) <input type="checkbox"/> Change | <u>D</u> | <u>Jose L Martinez</u> | <u>2140 W 68th St.</u> |
| <input type="checkbox"/> Add | | | <u>Suite 305</u> |
| <input checked="" type="checkbox"/> Remove | | | <u>Hialeah, Fl 33016</u> |
| 3) <input type="checkbox"/> Change | <u>D</u> | <u>Jeff. O Gonzalez</u> | <u>2140 W 68th St.</u> |
| <input type="checkbox"/> Add | | | <u>Suite 305</u> |
| <input checked="" type="checkbox"/> Remove | | | <u>Hialeah Fl 33016</u> |
| 4) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 5) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |
| 6) <input type="checkbox"/> Change | | | |
| <input type="checkbox"/> Add | | | |
| <input type="checkbox"/> Remove | | | |

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

[illegible]

The date of each amendment(s) adoption: 7 / 01 / 2017, if other than the date this document was signed.

Effective date if applicable: 10 / 24 / 2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☒ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

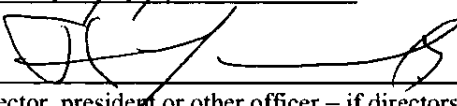
by 6
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/7/17

Signature


(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Francisco Maderal

(Typed or printed name of person signing)

Partner

(Title of person signing)

ASSIGNMENT OF SHARES AND ACCEPTANCE AGREEMENT

This ASSIGNMENT OF SHARES, RESIGNATION AND ACCEPTANCE AGREEMENT is made and entered into by between Victor MIII Padilla, MD, Jeff O. Gonzalez, MD, Jose Martinez, MD (hereinafter referred to as "**ASSIGNORS**"), and FRANCISCO MADERAL, MD, JORGE CASTANEDA, MD, JOEL KERTZNUS, MD (hereinafter referred to as "**ASSIGNEES**"), effective as of the 1st day of JULY, 2017.

WITNESSETH THAT:

WHEREAS, "ASSIGNORS" are the owners of 49.999 shares of G. I. ENDOSCOPY PARTNERS, Inc., a Florida corporation, and

WHEREAS, "ASSIGNORS" desire to sell, transfer and assign the totality of their ownership of the above described share to "ASSIGNEES" in equal parts, and

WHEREAS, "ASSIGNORS" are willing to resign from any position they might hold as Officers and Directors of G.I ENDOSCOPY PARTNERS, INC., a Florida corporation

WHEREAS, "ASSIGNEES" are agreeable and willing to accept "ASSIGNOR"s sale, transfer and assignment of his shares of G.I ERNDOSCOPY PARTNERS, INC., a Florida corporation as well as his resignation as Officer and Director of G.I ENDOSCOPY PARTNERS, INC., a Florida corporation.


NOW THEREFORE, in consideration of the premises and mutual covenants herein contained and assignment of their shares of G.I ENDOSCOPY PARTNERS, INC., a Florida corporation as well as their resignation as Officers and Directors of G.I ENDOSCOPY PARTNERS, INC., A Florida corporation.

1. The foregoing recitals are true and correct and by this reference are incorporated herein.
2. "ASSIGNORS" hereby sell, transfer and assign the totality of their 49.999 shares of G.I ENDOSCOPY PARTNERS, INC., a Florida corporation, all to "ASSIGNEES" in equal parts.
3. "ASSIGNATORS" hereby renounce and waive any and all rights to any benefits stemming from their ownership of shares of G.I ENDOSCOPY PARTNERS, INC., a Florida corporation, effective as of July 1st, 2017.


4. "ASSIGNOR" hereby resigns from any position they might hold as Officers and Directors of G.I ENDOSCOPY PARTNERS, INC., a Florida corporation effective as of JULY 1st, 2017.
5. "ASSIGNEES" hereby accept "ASSIGNORS" sale, transfer and assignment of their shares if G.I ENDOSCOPY PARTNERS, INC., a Florida corporation.

IN WITNESS WHEREOF, the parties here to have caused this Agreement to be executed as of the day and year first above written.

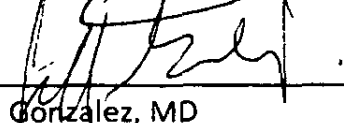
ASSIGNORS:



Victor MIII Padilla, MD



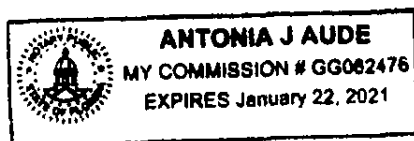
Jose Martinez, MD



Jeff O. Gonzalez, MD

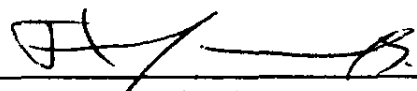
**STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)**

The foregoing instrument was acknowledged before me this 24 day of October, 2017 by VICTOR MIII PADILLA, MD, JOSE MARTINEZ, MD and JEFF O. GONZALEZ, MD, who is personally known to me or who has produced the following driver's license as identification.

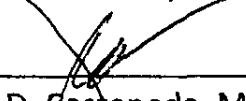





ASSIGNEES:



Francisco Maderal, MD



Jorge D. Castaneda, MD



Joel Kertzus, MD