

07/06/2004 TUE 1:23 FAX 239 334 4100 Henderson, Franklin et al 0001/003
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BASIC AMENDMENT

ANCHOR HEALTH CENTERS, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ANCHOR HEALTH CENTERS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, the undersigned hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**Article I
Name of the Corporation**

The name of the corporation is Anchor Health Centers, P.A. (the "Corporation").

**Article II
Amendment to Shares**

Article V of the Articles of Incorporation shall be amended to read in its entirety as follows:

**ARTICLE V
Shares**

The Corporation shall have the authority to issue Two Million Twenty Thousand (2,020,000) Shares of Common Stock, One Cent (\$0.01) par value per share. Such authorized Common Stock shall be divided into three classes designated as Class A Common Stock, Class B Common Stock, and Class C Common Stock, with Class A Common Stock consisting of Ten Thousand (10,000) shares, Class B Common Stock consisting of Two Million (2,000,000) shares, and Class C consisting of Ten Thousand (10,000) shares. The rights and preferences of the shares of each class shall be identical except that:

(a) Each holder of Class A Common Stock shall be entitled to cast one (1) vote on each matter submitted to a vote of the shareholders regardless of the number of shares of Class A Common Stock that such holder may then own and hold of record; however, the holders of shares of Class B Common Stock and Class C Common Stock shall not have voting rights, except as otherwise provided by applicable Florida law;

(b) The holders of shares of Class A Common Stock and Class B Common shall have the same relative dividend distribution rights. The holders of shares of Class B Common Stock shall not be entitled to dividends; and

(c) Upon dissolution and liquidation of the Corporation, the assets of the Corporation, or the proceeds from the sale thereof, to the extent sufficient therefor, shall, except as otherwise provided in a written agreement among the shareholders of the Corporation, be applied and distributed in the following order and priority:

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(i) First, to the payment and discharge of all of the debts and liabilities of the Corporation;

(ii) Second, an amount up to, but not exceeding, one dollar (\$1.00) per share for each issued and outstanding share of Class B Common Stock to the holders thereof in proportion to their shares of Class B Common; and

(iii) The balance, if any, to the holders of Class A Common Stock and the holders of Class C Common Stock in proportion to their shares of Class A Common Stock and Class C Common Stock relative to the aggregate number of issued and outstanding shares of Class A Common Stock and Class C Common Stock then held by all such holders thereof.

**Article III
Adoption of Amendments**

The foregoing amendment to the Articles of Incorporation of the Corporation were duly adopted and approved by the shareholders and directors of the Corporation on December 17, 2002. The number of votes cast for the amendment by the shareholders and directors of the Corporation were sufficient for approval of such amendment.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed by its duly authorized officer as of this 17th day of December, 2002.

ANCHOR HEALTH CENTERS, P.A., a Florida
professional corporation

By: 
Paul O. Jones, Jr., M.D., President

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