

# BMM&W

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January 3, 2001

Florida Department of State  
Division of Corporations  
Amendments Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

100003526221--0  
-01/05/01--01116--002  
\*\*\*\*\*43.75 \*\*\*\*\*35.00

Re: Articles of Amendment for  
Specialty Disease Management Services, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Amendment of for Specialty Disease Management Services, Inc. Please file the original Articles of Amendment and provide me with a certified copy thereof. Also enclosed is a check made payable to the Florida Department of State in the amount of \$43.75 representing in the aggregate \$35.00 filing fee, and \$8.75 certification fee.

Thank you for your assistance.

Sincerely,



Hilde V. Howell, CLA  
Certified Legal Assistant

Vhh  
Enclosures  
170406.1

Amend.

V. SHEPARD JAN 11 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
01 JAN -5 AM 7:56

## ARTICLES OF AMENDMENT

### SPECIALTY DISEASE MANAGEMENT SERVICES, INC.

These Articles of Amendment are filed pursuant to Section 607.1006, Florida Statutes, to reflect an amendment to the Articles of Incorporation of SPECIALTY DISEASE MANAGEMENT SERVICES, INC., and in connection therewith, the undersigned officer, acting upon authority of the Board of Directors of SPECIALTY DISEASE MANAGEMENT SERVICES, INC., and upon authority of the sole shareholder of this Corporation, hereby set forth as follows:

1. The name of this Corporation is SPECIALTY DISEASE MANAGEMENT SERVICES, INC.
2. The Articles of Incorporation of SPECIALTY DISEASE MANAGEMENT SERVICES, INC., are hereby amended by deleting Article V in its entirety and by substituting in lieu thereof the following Article V:

#### ARTICLE V

- A. Authorized Shares. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be Ten Thousand (10,000) shares of common capital stock with a par value of \$.01 per share of which One Hundred (100) shares shall be designated as non voting common stock and Nine Thousand Nine Hundred (9,900) shares shall be designated as voting common stock.
  - B. Relative Rights and Preferences. The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each of voting common stock in all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statutes Section 607.1004(4), or a statute of similar import as may be enacted in the future.
3. In accordance with Florida Statutes Section 607.1003, the referred to Amendment was adopted by the Board of Directors on December 22<sup>nd</sup>, 2000 and written consent to the Amendment was given on

December 22<sup>nd</sup>, 2000, by the holders of a majority of the shares entitled to vote thereon in accordance with Florida Statutes Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Florida Department of State, the above referred to Amendment shall become effective and the Articles of Incorporation of SPECIALTY DISEASE MANAGEMENT SERVICES, INC. shall be deemed to be amended accordingly.

DATED this 22<sup>nd</sup> day of December, 2000.

  
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FREDERIC S. GOLDSTEIN, President