

11/03/97

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NAME: HEALTHCARE CONSULTANTS, INC.

AUDIT NUMBER.....H97000018224

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....0

DEL.METHOD.. FAX

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ARTICLES OF AMENDMENT

STATEMENT OF DESIGNATION  
OF  
CUMULATIVE CONVERTIBLE PREFERRED STOCK, SERIES A  
OF  
HEALTHCARE CONSULTANTS, INC.

1. The name of the corporation is Healthcare Consultants, Inc.
2. Attached hereto as Exhibit A is a copy of certain resolutions of the Board of Directors of Healthcare Consultants, Inc. pertaining to the creation of a new series of Preferred Stock of Healthcare Consultants, Inc., which resolutions were adopted by the Board of Directors on October 30, 1997 without shareholder action, which action by shareholders was not required.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Statement of Designation this 30 day of October, 1997.

HEALTHCARE CONSULTANTS, INC.

By:   
Alan I. Miller  
Title: President and Director

Kathleen L. Deutsch, Esq.  
Broad & Cassel  
201 S. Biscayne Blvd. #3000  
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**EXHIBIT "A"**  
**DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS**  
**OF**  
**SERIES A CONVERTIBLE PREFERRED STOCK**  
**OF**  
**HEALTHCARE CONSULTANTS, INC.**

Pursuant to the provisions of Sections 607.0602 and 607.1006 of the Florida Business Corporations Act, Healthcare Consultants, Inc. (the "Company"), a corporation organized and existing under the Florida Business Corporations Act, hereby adopts the following Designation of Preferences, Rights and Limitations of its Series A Convertible Preferred Stock.

**Designation of Series A Preferred Stock**

Of the 10,000,000 shares of preferred stock, par value \$.01 per share, authorized pursuant to Article III of the Company's Articles of Incorporation, fifty thousand (50,000) of such shares are hereby designated as the Series A Convertible Preferred Stock (the "Series A Convertible Preferred Stock"). Shares of Series A Preferred Stock are sometimes referred to as "Series A Preferred Shares."

The powers, designations, preferences, and relative, participating, optional or other special rights of the Series A Preferred Stock authorized hereunder and the qualifications, limitations and restrictions of such preferences and rights are as follows:

1. **Dividends.** The holders of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the funds of the Company legally available therefor, cash dividends at the rate of 15% per annum and no more, payable quarterly in arrears, on the agreed value of \$10.00 per share of Preferred Stock, within 30 days after the end of each calendar quarter.

Such cash dividends on Series A Preferred Stock shall be cumulative so that, if for any quarter cash dividends at the specified rate shall not have been declared and paid or set apart for payment on the Series A Preferred Stock outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Company's Common Stock. Cash dividends on Series A Preferred Stock shall accrue from the date of issue of such Series A Preferred Stock. Upon the payment of all dividends, current and accumulated, at the specified rate upon the outstanding Series A Preferred Stock, the Directors may declare and pay dividends upon the Common Stock.

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2. Voluntary Conversion. Each share of Series A Preferred Stock shall be convertible at the option of the holder into 9.8 shares of Common Stock at any time commencing on the date of issuance. Such conversion shall be effective on the first business day following the receipt of written notice of an intent to convert from the stockholder.

The conversion rate provided for herein shall be subject to the following adjustments:

(i) If the Company shall declare and pay to the holders of the shares of Common Stock a dividend in shares of Common Stock, the conversion rate in effect immediately prior to the date fixed for the determination of stockholders entitled to such dividends shall be proportionately increased (adjusted to the nearest share of Common Stock), such adjustment to become effective immediately after the date fixed for such determination.

(ii) If the Company shall subdivide the outstanding shares of Common Stock into a greater number of shares of Common Stock or combine the outstanding shares of Common Stock into a smaller number of shares of Common Stock, the conversion rate in effect immediately prior to such subdivision or combination, as the case may be, shall be proportionately increased or decreased (adjusted to the nearest share of Common Stock), as the case may require, such increase or decrease, as the case may be, to become effective when such subdivision or combination becomes effective.

(iii) In the case of any reclassification or change of outstanding shares of Common Stock issuable upon the conversion of the Series A Preferred Stock, or in case of any consolidation or merger of the Company with or into another corporation, or in case of any sale or conveyance to another corporation of all or substantially all of the property of the Company, the holder of each share of Series A Preferred Stock then outstanding shall have the right thereafter, so long as such holder's conversion right hereunder shall exist, to convert such shares into the same kind and amount of shares of stock and other securities and property receivable upon such reclassification, change, consolidation, merger, sale or conveyance by a holder of the number of shares of Common Stock of the Company into which such shares of Series A Preferred Stock might have been converted immediately prior to such reclassification, change, consolidation, merger, sale or conveyance, and shall have no other conversion rights under these provisions; provided, however, that effective provision shall be made, in the Articles or Certificate of Incorporation of the resulting, surviving or successor corporation or otherwise, so that the provisions set forth herein for the protection of the conversion rights of the shares of Series A Preferred Stock shall thereafter become applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the shares of Series A Preferred Stock remaining outstanding or other convertible preferred shares receivable by the holders in place thereof; and provided, further, that any such resulting, surviving, or successor corporations shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities, or property as the holders of the shares of Series A Preferred Stock remaining outstanding, or other convertible preferred shares

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receivable by the holders in place thereof, shall be entitled to receive pursuant to the provisions hereof, and to make provisions for the protection of the conversion right as above provided.

The subdivision or combination of shares of Common Stock at any time outstanding into a greater or lesser number of shares of Common Stock (whether with or without par value) shall not be deemed to be a reclassification of the Common Stock of the Company for the purposes of subsection (iii). Except as provided in the foregoing subsections (i-iii), there shall be no adjustments to the conversion rate or number of Base Common Shares set forth above.

A number of authorized shares of Common Stock sufficient to provide for the conversion of the shares of Series A Preferred Stock outstanding upon the basis herein provided shall at all times be reserved for such conversion.

3. **Mandatory Conversion.** The Company, by vote of its Board of Directors, concurrently with the filing of a registration statement with the Securities and Exchange Commission to commence an initial public offering of the Common Stock, may require the holders of some or all of the shares of Series A Preferred Stock, upon not less than 10 days' prior written notice, to convert their Series A Preferred Stock into shares of Common Stock at a conversion rate equal to \$12.00 per share of the Preferred Stock divided by the initial public offering price of the Common Stock to the public. Such conversion shall be effective on the business day specified in the Company's notice of conversion.

4. **Redemption.** The Series A Preferred Stock may be redeemed, in whole or in part, at the option of the Company by resolution of its Board of Directors, at any time and from time to time commencing on the date of issuance. The Series A Preferred Stock shall be redeemed at the following amounts per share, plus an amount equal to any dividends accrued and unpaid thereon to the date fixed for redemption: (i) \$12.00 per share beginning one year after issuance, (ii) \$13.00 per share beginning two years after issuance, (iii) \$14.00 per share beginning three years after issuance, and (iv) \$15.00 per share beginning four years after issuance and thereafter.

In the event that at any time less than all the Series A Preferred Stock outstanding is to be redeemed, the shares to be redeemed may be selected pro rata, or by such other equitable method as may be determined by the Board of Directors of the Company. Notice of any redemption, specifying the time and place of redemption, shall be mailed or caused to be mailed by the Company, addressed to each holder of record of Series A Preferred Stock to be redeemed at his last address as the same appears on the books of the Company, at least 10 days prior to the date designated for redemption. If fewer than all the shares of the Series A Preferred Stock owned by such holder are then to be redeemed, the notice shall also specify the number of shares thereof that are to be redeemed and the numbers of the certificates representing such shares. If such notice of redemption shall have been duly mailed, and if on or before the redemption date named in such notice all funds necessary for such redemption shall have been set aside by the Company in trust for the account of the holders of the shares of Series A Preferred Stock to be redeemed so as to be available therefor, then, from and after the date

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stated in such notice as the redemption date, notwithstanding that any certificate for shares of Series A Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares of Series A Preferred Stock represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares of Series A Preferred Stock no rights in or with respect to the Company except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates, and after the date designated for redemption, such shares of Series A Preferred Stock shall not be transferable on the books of the Company.

5. **No Sinking Fund.** The Company shall not be required to establish a sinking fund upon issuance of any shares of Series A Preferred Stock. However, the Company may set aside out of the surplus or net profits in any year such sum or sums as the Directors from time to time, in their sole and absolute discretion, deem the proper amount to be set aside as a sinking fund for redemption of Series A Preferred Stock and/or payment of dividends accruing on Series A Preferred Stock.

6. **No Preemptive Rights.** No holder of the Series A Preferred Stock of the Company shall be entitled, as a right, to purchase or subscribe for any part of the unissued stock of the Company or of any stock of the Company to be issued by reason of any increase of the authorized capital stock of the Company, or to purchase or subscribe for any bonds, certificates of indebtedness, debentures, or other securities convertible into or carrying options or warrants to purchase stock or other securities of the Company or to purchase or subscribe for any stock of the Company purchased by the Company or by its nominee or nominees, or to have any other preemptive rights now or hereafter defined by the laws of the State of Florida.

7. **Voting Rights.** Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Common Stock, and the holders of Series A Preferred Stock shall not be entitled to vote; provided, however, that if the Company fails to pay the dividends at the specified rate on the outstanding Series A Preferred Stock for four consecutive calendar quarters, the holders of Series A Preferred Stock shall be entitled to one vote per share of Series A Preferred Stock until such time as the Company shall be current in its dividend obligations on the Series A Preferred Stock.

8. **Liquidation Preference.** The holders of the Series A Preferred Stock shall receive preference upon the voluntary or involuntary liquidation, dissolution or winding-up of the Company equal to \$10.00 per share of Series A Preferred Stock plus the amount of any accrued but unpaid dividends thereon.

9. **Rank.** The Series A Preferred Stock shall rank senior as to payment of dividends to all classes and series of capital stock of the Company outstanding as of the date of these Articles of Amendment or outstanding at any time in the future when there remains outstanding any shares of Series A Preferred Stock. Any shares of Series A Preferred Stock which shall at any time have been converted into Common Stock, or redeemed or reacquired by the Company

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(collectively "Reacquired Shares") shall have the status of authorized but unissued shares of Preferred Stock, without designation as to class or series until such shares are once more designated as part of a particular class or series of Preferred Stock by the Board of Directors; provided, however, in no event may Reacquired Shares be issued as Series A Preferred Stock.

10. Reports and Notices. So long as any shares of the Series A Preferred Stock shall be outstanding, the Company shall provide to the holder or holders of such shares copies of any and all annual, quarterly and other reports of the Company if such reports are furnished to the holders of the Common Stock.

11. Waiver by Preferred Stockholders. Except as expressly provided for herein or as otherwise required by law, any rights or benefits of the Series A Preferred Stock and the holders thereof provided herein may be waived as to all outstanding Series A Preferred Shares and the holders thereof by the consent of the holders of at least seventy-five percent (75%) of the outstanding Series A Preferred Shares.

12. Holder. The term "holder" as used herein means a record holder of any shares of Series A Preferred Stock.

13. Fractional Shares. The Company shall not be obligated to issue any fractional shares of Common Stock. In the event any conversion of Series A Preferred Stock into Common Stock should result in a fraction of a share, the number of shares of Common Stock to be issued shall be rounded to the nearest whole number of shares of Common Stock.

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