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January 2, 2002

Via Overnight Courier

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Amendment

Dear Sir:

We are enclosing the following:

1. Concerning Medero Medical Holdings, Inc.:
  - a. Articles of Amendment to Articles of Incorporation of Medero Medical Holdings, Inc. (Name Being Changed to Medero Medical Properties, Inc.).
  - b. Affidavit confirming that name "Medero Medical Holdings, Inc." should be available to another corporation (see below).
2. Concerning A Healthy Workplace, P.A.:
  - a. Articles of Amendment to Articles of Incorporation of A Healthy Workplace, P.A. (Name Being Changed to Medero Medical Holdings, Inc.)
  - b. Statement of Change of Registered Office or Registered Agent or Both for Corporations.
3. Our firm's check in the amount of \$105.00. (Two amendments and one registered agent change).

If you have any questions, please contact my office.

Sincerely,

GILLIGAN, KING & GOODING, P.A.

W. James Gooding III

WJG:ksh  
Enclosures  
E:\JG\Medero\Correspondence\Letter to Secretary of State 01-02-02.doc

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\*\*\*105.00 \*\*\*\*\*35.00

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN - 2 AM 11:15

Amend. & N/c

V SHEPARD JAN 15 2002

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF A HEALTHY WORKPLACE, P.A.  
(NAME BEING CHANGED TO MEDERO MEDICAL HOLDINGS, INC.)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN -3 AM 11: 15

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, this Florida corporation adopts the following:

1. Article I of the Articles of Incorporation of A Healthy Workplace, P.A. (the "Corporation") is hereby deleted in its entirety and replaced with the following:

ARTICLE I. NAME

The name of the Corporation is Medero Medical Holdings, Inc.

2. Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE II. - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including, without limitation, the ownership of interests in entities that conduct occupational medicine practices.

3. Articles III, IV, VIII, IX and X are hereby deleted in their entirety.

4. Article V of the Articles of Incorporation is deleted in its entirety and replaced with the following:

ARTICLE V. - REGISTERED AGENT AND REGISTERED OFFICE.

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be:

Mario Medero, M.D.  
1109 SW 10th Street  
Ocala, Florida 34474

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

5. Article VI of the Articles of Incorporation are deleted in their entirety and replaced with the following:

ARTICLE VI. - CAPITAL STOCK

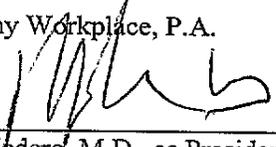
The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

6. All of the Corporation's stock certificates will be canceled and replaced with new stock certificates reflecting the above amendment concerning the Corporation's name.

7. The Amendments set forth herein were approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 12 day of Dec, 2001.

A Healthy Workplace, P.A.

  
\_\_\_\_\_  
Mario Medero, M.D., as President

**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF MARION

Before me, this day personally appeared, Mario Medero, M.D., who upon being first duly sworn, deposes and says:

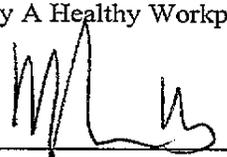
1. I am the President, sole director and majority shareholder in Medero Medical Holdings, Inc., a Florida corporation.

2. I am the President, sole director and sole shareholder of A Healthy Workplace, P.A., a Florida professional service corporation.

3. Pursuant to certain Articles of Amendment to Articles of Incorporation of Medero Medical Holdings, Inc., (the "Articles of Amendment") the name of Medero Medical Holdings, Inc. is being changed to "Medero Medical Properties, Inc."

4. I would like to have the name "Medero Medical Holdings, Inc." be available for use so that the name of A Healthy Workplace, P.A. could be changed to "Medero Medical Holdings, Inc."

5. The purpose of this affidavit is to swear and affirm that, upon the filing the Articles of Amendment, Medero Medical Holdings, Inc. will no longer seek to use that name nor will it seek to reclaim that name. Thus, such name should be available for use by A Healthy Workplace, P.A.

  
\_\_\_\_\_  
Mario Medero

STATE OF FLORIDA  
COUNTY OF MARION

SWORN TO (or affirmed) and subscribed before me this 12 day of  
December, 2001, by Mario Medero.

Marilyn Hartsel  
Notary Public, State of Florida  
Name: MARILYN HARTSEL  
(Please print or type)

Commission Number:  
Commission Expires:

 Marilyn Hartsel  
My Commission CC815180  
Expires March 7, 2003

Notary: Check one of the following:

Personally known OR  Produced Identification (if this box is checked, fill in  
blanks below).

Type of Identification Produced: \_\_\_\_\_  
\_\_\_\_\_