

**SALLY J. KIRCHER, P.A.**

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Admitted in Florida (No. 777943)  
and Ohio (No. 0018510)

P98000073011

December 20, 2001

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

Enclosed is an Amendment to the Articles of Incorporation for Medical Review & Analysis, Inc. and a check, made payable to the Secretary of State, in the amount of \$43.75 to cover the cost of filing this Amendment. Please return a certified copy of the Amendment to me in the pre-stamped, self-addressed Priority Mail envelope. Thank you for your cooperation in this matter.

Sincerely,



Sally J. Kircher

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
OF  
MEDICAL REVIEW & ANALYSIS, INC.

Pursuant to Florida Statutes Section 607.1006 , the Articles of Incorporation of the above-named Corporation are hereby amended, effective January 1, 2002, as follows:

- I. **Article Three, Capital Stock, is hereby amended to read as follows:**

**ARTICLE THREE - CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is a total of 5,000 shares of common stock having One Cent (1¢) par value per share.

2. **A new Article, Article 9, entitled Restraint on Alienation of Shares, is hereby adopted to read as follows:**

**ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the stock of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the common stock of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the stock of the Corporation which is issued on or after January 1, 2002 by any of its shareholders or disposition of said shares in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell, transfer or otherwise dispose of any shares issued on or after January 1, 2002 except in accordance with the provisions of these Articles of Incorporation and the By-Laws adopted by the Shareholders as specified in this section.

- II. **The foregoing amendments were adopted on December 19, 2001 to be effective as of January 1, 2002.**

III. One Hundred Percent of the Issued and Outstanding Shares of Stock were voted in favor or the amendment at a Shareholders meeting held December 19, 2001 which was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this 19<sup>th</sup> day of December     , 2001.

Geraldine Johnson  
Secretary  
Geraldine Johnson

Approved:

Geraldine B. Johnson  
Geraldine Johnson, President

State of Florida       )  
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County of Duval       )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SUBSCRIBED AND SWORN to before me by Geraldine Johnson who personally appeared before me this 19<sup>th</sup> day of December, 2001. Geraldine Johnson ☐ is personally known to me or ☐ has produced license as identification.

Linda C. Dall  
Notary Public, State of Florida

My commission expires:

My Commission number is:

LINDA C. DALL  
Notary Public, State of Florida  
My Comm. expires Feb. 13, 2004  
Comm. No. CC 910227