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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

CORPORATION(S) NAME

700002914487--3  
-06/24/99--01063--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Hemisphere Health Care, Inc

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| <input type="checkbox"/> Profit                        | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                       |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

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G. COULLETTE JUN 24 1999

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HEMISPHERE HEALTH CARE, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted:

1. ARTICLE III is hereby amended to read as follows: "The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share."
2. ARTICLE VIII is hereby added to read as follows:  
ARTICLE VIII. INDEMNIFICATION "To the fullest extent permitted by the Florida Business Corporations Act, as the same exists or may hereafter be amended, a director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director."

**SECOND:** The date of each amendment's adoption is June 16, 1998.

**THIRD:** The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 22<sup>nd</sup> day of June, 1999.

Signature: Fred McCall Perez, Ph.D.  
Name: Fred McCall Perez, Ph.D  
Title: President

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