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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/7/07

Putnam & Creighton, P.A.

Attorneys at Law

Abel A. Putnam
Roberta J. Creighton¹
Lisa B. Lott

P.O. Box 3545, Lakeland, FL 33802-3545
500 South Florida Avenue, Suite 300, Lakeland, FL 33801

Phone: (863) 682-1178
Fax: (863) 683-3700

¹Board Certified Elder Law Attorney

January 30, 2007

Secretary of State
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

Re: *Express Med Emergency Care Center, Inc.*

Dear Sir/Madam:

Enclosed are Articles of Amendment to Articles of Incorporation of Express Med Emergency Care Center, Inc., and a firm check in the amount of \$35.00 for the filing of same.

Thank you for your assistance in this matter.

Sincerely,



Abel A. Putnam

AAP/ly

Enclosures

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EXPRESS MED EMERGENCY CARE CENTER, INC.**

2007 FEB -6 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **Sergio B. Seoane**, being the President of Express Med Emergency Care Center, Inc., f/k/a Florida Pulmonary & Critical Care Associates, P.A., a Florida corporation, does hereby certify that a special joint meeting of the shareholders and Board of Directors of said corporation was duly held, and that the following resolution was approved, ratified and confirmed by the unanimous vote of the shareholders and directors of the corporation, such resolution being adopted as of December 31, 2006:

RESOLVED, that the Articles of Incorporation be, and the same are hereby, amended so as to bring the corporation within the provisions of Chapter 621, Florida Statutes;

and it was further

RESOLVED, that the Articles of Incorporation be, and the same are hereby, amended so that Article I is deleted in its entirety and the following Article I is substituted therefor:

"ARTICLE I - NAME

The name of this corporation shall be **Sergio B. Seoane, M.D., P.A.;**"

and it was further

RESOLVED, that the Articles of Incorporation be, and the same are hereby, amended so that Article II is deleted in its entirety and the following Article II is substituted therefor:

"ARTICLE II - PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by medical doctors (physicians);

b. To engage and render the professional services involved only through its officers, agents and employees who shall be professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation;

c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law;

d. To engage in no other business other than the rendition of the professional services specified herein; and

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.”

and it was further

RESOLVED, that the Articles of Incorporation be, and the same are hereby, amended so that Article III is deleted in its entirety and the following Article III is substituted therefor:

“ARTICLE III - CAPITAL STOCK

a. The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$10.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation’s stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.”

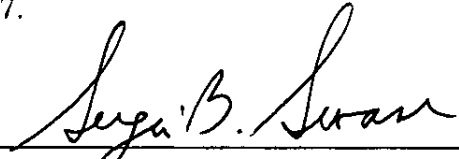
and it was further

RESOLVED that the Articles of Incorporation be, and the same are hereby, amended so as to add Article IX:

"ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT"

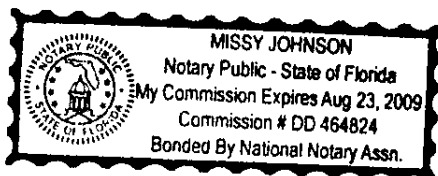
If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends."

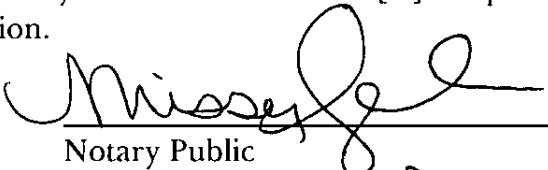
The foregoing Articles of Amendment have been executed by the President of the Corporation on the 23 day of January, 2007.


SERGIO B. SEOANE President

**STATE OF FLORIDA
COUNTY OF POLK**

The foregoing instrument was acknowledged before me this 23 day of January, 2007, by **Sergio B. Seoane**, who [] is personally known to me or who [] has produced DL as identification.




Notary Public
My commission expires: Aug 23, 2009