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JAN 11 2017

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SKLAVER, MESTRE & PEREZ, M.D., P.A.

DOCUMENT NUMBER: P 990000 39810

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ALBERTO MESTRE MD

Name of Contact Person

Firm/ Company

7353 NW 4th ST

Address

PLANTATION, FL 33317

City/ State and Zip Code

almeister@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ALBERTO MESTRE MD

Name of Contact Person

at (954) 303 1422

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

SKLAVER, MESTRE & PEREZ, M.D., P.A.

(Name of Corporation as currently filed with the Florida Dept. of State)

P99000039810

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

MESTRE & PEREZ, M.D., P.A.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

(SAME)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

(SAME)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>Change</u> ____ Add <u>X</u> Remove	<u>T</u>	<u>ALLEN SKLAVER</u>	<u>7353 NW 4th ST</u> <u>PLANTATION, FL 33317</u>
2) ____ Change ____ Add ____ Remove	_____	_____	_____
3) ____ Change ____ Add ____ Remove	_____	_____	_____
4) ____ Change ____ Add ____ Remove	_____	_____	_____
5) ____ Change ____ Add ____ Remove	_____	_____	_____
6) ____ Change ____ Add ____ Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

see attached 6th amendment
to shareholder's agreement

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,

provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

NA

The date of each amendment(s) adoption: DECEMBER 31, 2016, if other than the date this document was signed:

Effective date if applicable: JAN. 1 2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval


by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 1/1/17

Signature


(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ALBERTO MESTRE MD
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Sixth Amendment to Shareholders' Agreement
Effective January 1, 2017

**SIXTH AMENDMENT TO SHAREHOLDERS AGREEMENT
OF SKLAVER, MESTRE & PEREZ, M.D., P.A.**

This SIXTH AMENDMENT TO THE SHAREHOLDERS AGREEMENT (this "Agreement") is made and entered into this 1st day of January 2017 by and between: Sklaver, Mestre & Perez, M.D., P.A. (the "Corporation") and Allen R. Sklaver M.D., Alberto Mestre M.D. and Daniel Perez M.D. (individually a "Shareholder", collectively, the "Shareholders").

RECITALS

A. The Shareholders entered into a Shareholders Agreement on May 29, 1999, which was amended and restated on July 1, 2005 (the "Shareholders' Agreement") and amended and restated on April 4, 2006 (The Third Amendment to the Shareholders Agreement) and amended on January 1, 2008 (The Fourth Amendment to the Shareholders Agreement) and amended on November 1, 2012 (The Fifth Amendment to the Shareholders Agreement)

B. Effective December 31, 2016 Allen R. Sklaver M.D. shall withdraw from the Corporation.

C. Pursuant to Sklaver's withdrawal, the Corporation shall purchase Sklaver's Stock on December 31, 2016 by remitting the Net Book Value of Sklaver's Stock to Sklaver. The closing shall occur in accordance with Section 14 of the Shareholders' Agreement.

D. Pursuant to the Corporation's Stock Purchase, Sklaver Shares shall be disbursed in equal shares to the Shareholders, so that the Shareholders shall thereafter hold equal interests as follows:

	Series A	Series B
	<u>Voting</u>	<u>Non-Voting</u>
Alberto Mestre	50	450
Daniel Perez	50	450

E. The Shareholders desire to amend and restate certain restrictions and obligations on themselves and on the shares of the capital stock of the Corporation, as further detailed herein.

F. The action of the Corporation in entering into the Agreement has been duly authorized by the unanimous consent of all of the Shareholders and all of the Corporation's directors.

Sixth Amendment to Shareholders' Agreement
Effective January 1, 2017

NOW, THEREFORE, in consideration of the agreements contained herein and intending to be legally bound, the parties agree as follows:

1. RECITALS. The recitals set forth above are true and correct.
2. DEFINED TERMS. All capitalized terms not otherwise defined in this Agreement shall have the meaning set forth in the Shareholders Agreement.
3. NAME CHANGE. The Corporation is hereby authorized to amend its name so that the name of the Corporation shall be Mestre & Perez M.D., P.A.
4. OFFICERS. Sklaver is hereby removed from the Board of Directors. Alberto Mestre is hereby elected to serve as President.
5. FULL FORCE & EFFECT. Except as modified herein, the Shareholders Agreement, as amended, shall remain in full force and effect.

IN WITNESS WHEREOF, this Agreement has been executed as of the date set forth above.

SHAREHOLDERS:

Allen R. Sklaver
Allen R. Sklaver M.D. (departing)

Alberto Mestre M.D.

Daniel Perez M.D.

By: _____
Mestre & Perez, M.D., P.A.
t/k/a Sklaver, Mestre & Perez, M.D., P.A.