

CAPITAL CONNECTION, INC.

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S53360

FILED
97 MAY 19 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Henderson, Nicholas
& Winter, Inc

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- Art of Inc. File Change
LTD Partnership File Done
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
✓ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HENDERSON, NICHOLS & WINTER, INC.**

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The following provisions of the Articles of Incorporation of **HENDERSON, NICHOLS & WINTERS, INC.** (the "Articles of Incorporation"), a Florida corporation, originally filed in the office of the Florida Department of State on May 17, 1991, Charter Number S53360, be and they hereby are amended pursuant to and in accordance with Florida Statutes §607.1805 and Florida law, as follows:

1. Article I is deleted in its entirety and is amended to read as follows:

"Article I: The name of this Corporation shall be **RUSKIN CATARACT CENTER AND EYE CLINIC, P.A.**"

2. Article II is deleted in its entirety and is amended to read as follows:

"ARTICLE III - PURPOSE: The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render medical services within the State of Florida. No stockholder of the Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to

exercise the voting power of any or all of his stock.

- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated herein, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (e) The Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida."

3. Article V is deleted in its entirety.

4. The Articles of Incorporation are further amended to include the following provisions:

"ARTICLE XI - STOCK TRANSFERABILITY: No stockholder of the Corporation may sell or transfer his shares in the Corporation except to another individual or entity who is eligible to be a stockholder of the Corporation under the laws of the State of Florida.

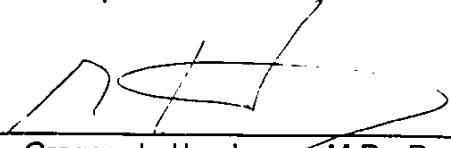
ARTICLE XII - STOCK OWNERSHIP: The Board of Directors shall require any officer, stockholder, agent, or employee of the Corporation, who has been rendering professional medical services to the public and who becomes legally disqualified to render such professional medical services within the State of Florida, or who accepts employment that,

pursuant to existing law, places restrictions or limitations upon his continuing to render such professional medical services, to sever all employment with, and financial interests in, the Corporation forthwith."

The foregoing amendments were adopted by the sole Stockholder and sole Director of the Corporation by the Written Consent of Sole Director and Sole Stockholder in Lieu of a Special Joint Meeting dated ~~October~~ ^{November} 18, 1996 (the number of votes being sufficient for approval).

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 18th day of ~~October~~ ^{November}, 1996.

HENDERSON, NICHOLS & WINTER, INC.,
a Florida corporation

By: 

Gregory L. Henderson, M.D., President

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