

Division of Corporations

Page 1 of 1

V02404

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000133228 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : CAUTHEN AND FELDMAN, P.A.
Account Number : I19980000085
Phone : (352) 343-2225
Fax Number : (352) 343-7759

SECRETARY OF STATE
FILED
06 MAY 15 AM 9:12

RECEIVED

06 MAY 15 AM 8:00

DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN

PENNACHIO & FISHMAN, M.D., P.A.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

C. Coulliette MAY 15 2006

Audit No. H06000133228 3

SECOND ARTICLES OF AMENDMENT
OF
PENNACHIO & FISHMAN, M.D., P.A.

FILED
06 MAY 15 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article V of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE V
Informal Shareholder Action

By unanimous action of all of the holders of all of the issued and outstanding shares of the voting stock of the corporation, the shareholders may act by written agreement without a meeting, as provided in the bylaws.

2. Article VII of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE VII
Directors

A. Selection and Replacement

1. The business of the corporation shall be managed by a Board of three (3) Directors. The number of Directors may be, as provided for by bylaws, increased or decreased, but shall never be less than one (1) Director.

2. In any election of Directors by the stockholders, each stockholder of record shall have the right to cumulate the stockholder's shares and to give one candidate as many votes as equal the number of Directors to be elected multiplied by the number of shares owned, or to distribute that same amount of votes among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that the stockholder intends to cumulate the stockholder's votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

3. Except as provided in Article XI any vacancy on the Board of Directors shall be filled as provided in the bylaws. A shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for the stockholder without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of the stockholder's own shares of stock.

Audit No. HO6000133228 3

B. Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

3. Article XI of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE XI
Amendments

A. These Articles of Incorporation may be amended by unanimous consent of the shareholders.


B. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to Article VI, or to law, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation in the manner and method prescribed in subparagraph A of this Article to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Florida Statute 621; but he shall have no other voting right.

The foregoing amendment was adopted by the shareholders of this Corporation on the 12th day of May, 2006, the number of votes cast for the amendment by the shareholders was sufficient for approval and the effective date of the Second Articles of Amendment shall be the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Michael P. Pennachio, M.D., as President, and Jeffrey A. Sheridan, M.D., as Secretary, have executed these Second Articles of Amendment this 12th day of May, 2006.

PENNACHIO & FISHMAN, M.D., P.A.

By: 
Michael P. Pennachio, M.D., President

ATTEST:

Jeffrey A. Sheridan, M.D., Secretary