

V24241

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

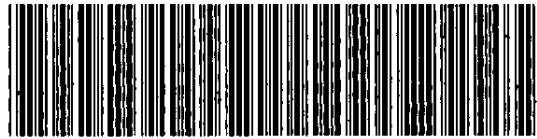
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100161751421

10/21/09--01021--013 \*\*52.50

FILED  
09 OCT 21 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ames  
10/22/09  
TL



Monica Genovese

Direct Phone: 239.254.2915  
Direct Fax: 239.592.7716  
Email: mgenovese@hahnlaw.com

October 20, 2009

**VIA FEDERAL EXPRESS**

Department of State  
Amendment Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Gastroenterology Group of Naples, P.A.  
Articles of Amendment**

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-captioned Florida corporation. Also enclosed is this firm's check in the amount of \$52.50 representing payment of the following fees :

1. File Articles of Amendment (in duplicate): \$35.00
2. Certified Copy Fee: 8.75
3. Certificate of Status: 8.75

Upon approval and filing of these articles, please furnish the certified copy and certificate of status to our office using the enclosed, pre-addressed stamped envelope.

If anything further is required, please call our office. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Monica Genovese", written over a horizontal line.

Monica Genovese,  
Paralegal

MG:  
Enclosures (4)

---

HAHN LOESER & PARKS LLP attorneys at law

CLE - 1448292.1 cleveland columbus akron naples fort myers

800 Laurel Oak Drive, Suite 600 Naples, Florida 34108 phone 239.254.2900 fax 239.592.7716 hahnlaw.com

**ARTICLES OF AMENDMENT  
To  
ARTICLES OF INCORPORATION  
OF  
GASTROENTEROLOGY GROUP OF NAPLES, P.A.**

(Under the Florida Business Corporation Act, Section 607.1006, Florida Statutes)

The undersigned, being the President and Secretary of **GASTROENTEROLOGY GROUP OF NAPLES, P.A.**, file this amendment under Section 607.1006 of the Florida Business Corporation Act, and certifies as follows:

1. The name of the Corporation is **GASTROENTEROLOGY GROUP OF NAPLES, P.A.**
2. The manner in which this Amendment to the Articles of Incorporation was authorized, was by Resolution of the Board of Directors of the Corporation, effective August 18, 2009, followed by the Unanimous Written Consent of the holders of all of the issued and outstanding shares of the Corporation, effective August 18, 2009.
3. The Articles of Incorporation of **GASTROENTEROLOGY GROUP OF NAPLES, P.A.** are hereby amended as authorized by Section 607.1006 of the Florida Business Corporation Act, to change the number of the authorized capital stock of the Corporation. In order to accomplish the foregoing changes, the Articles of Incorporation are hereby amended as follows:


**Article III  
Stock**

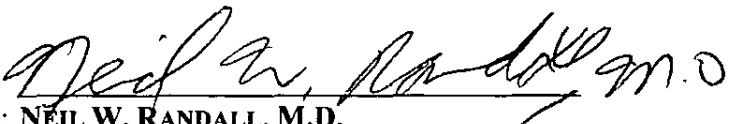
The authorized capital stock of this Corporation shall consist of four thousand (4,000) shares of Common Stock with a par value of \$.01 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**[SIGNATURES ON FOLLOWING PAGE]**

**FILED  
09 OCT 21 PM 5:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA**

IN WITNESS WHEREOF, we have signed this Articles of Amendment and affirm the statements contained herein are true, under penalties of perjury, this 18th day of August, 2009.

By:   
Name: SUSAN M. LIBERSKI, M.D.  
Title: President

By:   
Name: NEIL W. RANDALL, M.D.  
Title: Secretary

ARTICLES OF AMENDMENT SIGNATURE PAGE

**ARTICLES OF AMENDMENT  
To  
ARTICLES OF INCORPORATION  
OF  
GASTROENTEROLOGY GROUP OF NAPLES, P.A.**

(Under the Florida Business Corporation Act, Section 607.1006, Florida Statutes)

The undersigned, being the President and Secretary of **GASTROENTEROLOGY GROUP OF NAPLES, P.A.**, file this amendment under Section 607.1006 of the Florida Business Corporation Act, and certifies as follows:

1. The name of the Corporation is **GASTROENTEROLOGY GROUP OF NAPLES, P.A.**
2. The manner in which this Amendment to the Articles of Incorporation was authorized, was by Resolution of the Board of Directors of the Corporation, effective August 18, 2009, followed by the Unanimous Written Consent of the holders of all of the issued and outstanding shares of the Corporation, effective August 18, 2009.
3. The Articles of Incorporation of **GASTROENTEROLOGY GROUP OF NAPLES, P.A.** are hereby amended as authorized by Section 607.1006 of the Florida Business Corporation Act, to change the number of the authorized capital stock of the Corporation. In order to accomplish the foregoing changes, the Articles of Incorporation are hereby amended as follows:

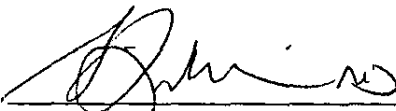
**Article III  
Stock**

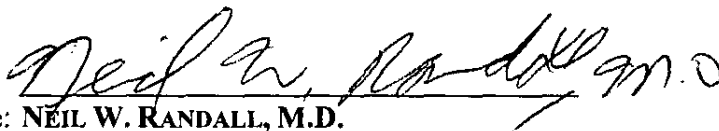
The authorized capital stock of this Corporation shall consist of four thousand (4,000) shares of Common Stock with a par value of \$.01 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**[SIGNATURES ON FOLLOWING PAGE]**

**FILED**  
09 OCT 21 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**COPY**

IN WITNESS WHEREOF, we have signed this Articles of Amendment and affirm the statements contained herein are true, under penalties of perjury, this 18th day of August, 2009.

By:   
Name: SUSAN M. LIBERSKI, M.D.  
Title: President

By:   
Name: NEIL W. RANDALL, M.D.  
Title: Secretary

ARTICLES OF AMENDMENT SIGNATURE PAGE