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LYNN E. BURNSED, PA  
ATTORNEY AT LAW

5549 BANANA POINT DRIVE P.O. BOX 239 OKAHUMPKA, FLORIDA 34762 352-315-9315  
(FAX) 352-787-7253 (E-MAIL) LBURNSED@MPINET.NET

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 10, 2000

Department of State  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation

200003462432--8  
-11/14/00--01010-014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

To Who It May Concern:

Enclosed for filing with the Secretary of State of Florida are the original and one copy of the Articles of Amendment to the Articles of Incorporation for Central Florida Anesthesia Associates, P.A. Please return a certified copy of the Articles to me by regular mail at P.O. Box 239, Okahumpka, Florida 34762. A check is enclosed in the amount of \$43.75.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at 352-315-9315.

Sincerely,



Lynn E. Burnsed

Enclosures

Amend  
11-27-00  
PKS

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA ANESTHESIA ASSOCIATES, P.A.**

**FILED**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Sections 607.0602, 607.1003 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Incorporation of CENTRAL FLORIDA ANESTHESIA ASSOCIATES, P.A. (the "Corporation"), which Corporation was incorporated in the State of Florida on June 30, 1992, under Charter No. V46869:

1. The members of the Board of Directors of the Corporation have recommended the following proposed change to the Articles of Incorporation to the shareholders of the Corporation, and the shareholders of the Corporation have unanimously voted to change the Corporation's Articles of Incorporation.

Therefore, Article III of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

**"ARTICLE III**

(a) The aggregate number of shares which the Corporation shall have authority to issue is 2000 shares, consisting of 1,000 shares of Class "A" Stock with a par value of \$1.00 per share, which shall be designated as "Class 'A' Common Stock"; 1,000 shares of Class "B" Stock with a par value of \$1.00 per share, which shall be designated as "Class 'B' Common Stock". The voting rights, preferences and relative participating, optional or other special rights, qualifications, limitations, and restrictions shall be identical to every other share of Class 'A' and Class 'B' Stock except as follows:

1. Restriction on Sale. The holders of Class 'B' Stock shall be prohibited from selling any shares of such Class 'B' Stock for a period of two (2) years from the date of acquisition of such Class 'B' Stock ("Holding Period") to another person other than to the Corporation or to another holder of Class 'A' Stock.
2. Conversion of Stock. Upon the expiration of the Holding Period, the shares of Class 'B' Stock of such holder shall be converted into or exchanged for shares of Class 'A' Stock. Upon conversion or exchange, the holder of Class 'B' Stock shall receive the same number of shares of Class 'A' Stock that every other holder of shares of Class 'A' Stock possesses as of the last day of the Holding Period.

The shares of Class 'B' Stock which have been converted into or exchanged for shares of Class 'A' Stock shall have the status of authorized and unissued shares of the Class 'B' Stock and may be reissued as a part of the class of which they were

originally a part, all subject to the conditions or restrictions on issuance set forth herein or in any amendment hereto.

(b) Shares of the Corporation's stock and certificates thereof shall be issued only to physicians in good standing and duly licensed in the State of Florida to render the same professional services of the Corporation. "

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. Upon the effective date of the filing of this amendment to the Articles of Incorporation, the authorized and issued common stock of the Corporation shall be reclassified as Class "A" Common Stock and reissued to the current holders of such common stock.

4. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all of the members of the Board of Directors and all of the shareholders of the Corporation effective as of the 31<sup>st</sup> day of October, 2000, and the number of votes cast for the amendment was sufficient for approval.

DATED this 31 day of Oct., 2000.

CENTRAL FLORIDA ANESTHESIA  
ASSOCIATES, P.A., a Florida professional  
services corporation

By: Ludwig Bavetta  
Ludwig Bavetta, M.D., President

STATE OF FLORIDA       )  
COUNTY OF LAKE    )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 2000, by LUDWIG BAVETTA, M.D., as President of CENTRAL FLORIDA ANESTHESIA ASSOCIATES, P.A., a Florida professional services corporation, on behalf of the corporation. He is personally known to me.

(NOTARY SEAL)

Kelly D. Dennis  
(Notary Signature)  
Kelly D. Dennis  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. CC 731926

