

V56852

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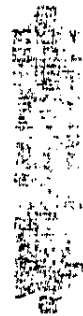
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend

C.COULLETTE

AUG 10 2010

EXAMINER

Sonotate Research
Requester's Name

Address

City/State/Zip

656-5454

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. M. Davis Management, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
M. DAVIS MANAGEMENT, INC.**

WHEREAS, M. Davis Management, Inc. (the "Corporation"), has been the subject of that certain bankruptcy proceeding pending in the United States Bankruptcy Court for the Middle District of Florida (the "Court"), and styled *In re: M. Davis Management, Inc., Debtor* under Case No. 6:09-bk-02071 ("Proceeding"); and

WHEREAS, the Court had jurisdiction in the proceeding pursuant to 28 U.S.C. §1334; and

WHEREAS, on or about July 16, 2010, the Court approved the Corporation's Amended Plan of Reorganization dated July 2, 2010 (the "Plan"); and

WHEREAS, the existing shareholders of the corporation do not have dissenter's rights except to the extent provided in the Plan; and

WHEREAS, pursuant to the provisions of Section 607.1008, Florida Statutes, and in connection with the approved Plan, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED

1. ARTICLE IV is hereby deleted and replaced in its entirety with the following:

Article IV

Authorized Shares of Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares of common stock having a par value of \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each of the said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election. All or any part of said common stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All common stock when issued shall be paid for and shall be non-assessable.

SECRETARY OF CORPORATION
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(b) Subject to the rights of any outstanding class or series of capital stock ranking senior to common stock as to dividends, dividends may be paid upon common stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefore. As and when dividends are so declared and paid, the holders of common stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holders of common stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the corporation and after the holders of any outstanding class or series of capital stock ranking senior to common stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

(c) The corporation shall not issue any shares of non-voting stock.

IN WITNESS WHEREOF, I, the undersigned, being in control of all existing and outstanding shares of stock in the Corporation, have executed these Articles for the uses and purposes herein stated.

ROBERT E. LYNCH, the Chapter 11 Trustee
Of M. DAVIS MANAGEMENT, INC., d/b/a
ProxiMED, a Florida corporation

By: Robert E. Lynch, Chapter 11 Trustee
Robert E. Lynch, Chapter 11 Trustee