

V67612



THE UNITED STATES
CORPORATION
COMPANY

FILED
98 JUL 16 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 894336 4303929

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 87.50

ORDER DATE : July 16, 1998

ORDER TIME : 1:58 PM

ORDER NO. : 894336-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

none
change &
amend

500002591145--9

DOMESTIC AMENDMENT FILING

NAME: HARDY & BISSETT, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

RECEIVED
98 JUL 16 PM 2:38
DIVISION OF CORPORATION

POW
7/17/98

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HARDY & BISSETT, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is HARDY & BISSETT, P.A. (hereinafter called the "Corporation").

2. Article I of the Corporation's Articles of Incorporation is amended in part to reflect the Corporation's name change, as follows:

"ARTICLE I

The name of the Corporation shall be: HARDY, BISSETT & TEICHNER, P.A."

3. Article III of the Corporation's Articles of Incorporation is deleted and replaced by new Article III, as follows:

"ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value		
<u>Authorized</u>	<u>Per Share</u>	<u>Class</u>	<u>Stock</u>
100,000	\$0.01	Class A	Voting Common
200,000	\$0.01	Class B	Non-Voting Common

The holders of the Class A Voting Common stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act)."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The amendments made herein to the Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the Shareholders and all of the Directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704, 607.0821 and 607.1003 of the Florida Business Corporation Act. The number of votes cast for the amendment was sufficient for approval.

6. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 16 day of ~~June~~, 1998.
March,

HARDY & BASSETT, P.A.

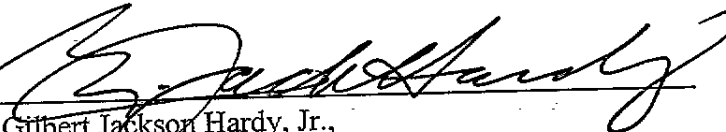
By: 
Gilbert Jackson Hardy, Jr.,
President

EXHIBIT "A"

PLAN OF RECAPITALIZATION

This Plan of Recapitalization is adopted by the Board of Directors of HARDY & BISSETT, P.A. (the "Corporation") as of the date on which this Plan of Recapitalization is executed.

ARTICLE I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is 100,000 shares of common stock, \$.01 par value (the "Common Stock"), 1000 shares of which are issued, fully paid, and outstanding. Such shares are owned by the following persons:

	<u>Shares</u>	<u>Percentage</u>
G. William Bissett, Jr.	250	25%
Gilbert Jackson Hardy, Jr.	750	75%

ARTICLE II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan of Recapitalization (the "Plan"), at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Common Stock will be reclassified (the "Reclassification") in the manner set forth in Section 2.2 hereof in exchange for the "Recapitalization Consideration" (as such term is defined in Section 2.3 hereof).

(b) The Reclassification shall become effective upon the filing of the Articles of Amendment to the Articles of Incorporation of the Corporation (the "Amended Articles") with the Secretary of State of the State of Florida in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"). The date and time when the Reclassification shall become effective is herein referred to as the "Effective Time".

2.2 Reclassification of Stock. At the Effective Time, each authorized, issued and outstanding share of Common Stock shall, without any action on the part of the holder thereof be reclassified as, and changed into, (i) one (1) fully paid and nonassessable share of voting common stock, \$0.01 par value, of the Corporation (the "Class A Stock") and (ii) ninety nine (99) fully paid and nonassessable shares of non-voting common stock, \$0.01 par value, of the Corporation (the "Class B Stock"). The holders of Class A Stock and Class B Stock shall have identical rights with respect to (i) distributions from the Corporation, (ii) the liquidation of the Corporation and (iii) all other matters affecting the Corporation, except that the holders of Class B Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Section 607.0721 of the Act).

2.3 The Exchange.

(a) Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock, the holder of such certificate or certificates shall, for each share of Common Stock, be entitled to receive one (1) share of the Class A Stock and ninety nine (99) shares of the Class B Stock, all in accordance with Section 2.2 hereof.

(b) The Class A Stock and the Class B Stock are sometimes referred to herein as the "Recapitalization Consideration".

2.4 Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended at the Effective Time in the manner set forth in the Amended Articles, and as so amended, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.5 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

ARTICLE III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

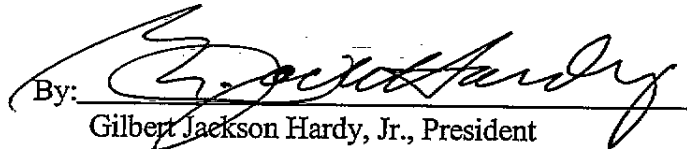
(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

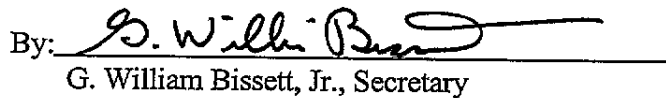
(b) Approval of the Articles. The approval of the Amended Articles by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) Litigation. No action, proceeding or investigation shall have been instituted or threatened, on or prior to the Effective Time, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

IN WITNESS WHEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President and its corporate seal to be affixed hereto and attested by its Secretary, on this 16 day of MARCH, 1998.

HARDY & BISSETT, P.A.

By: 
Gilbert Jackson Hardy, Jr., President

By: 
G. William Bissett, Jr., Secretary