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Martin G. Mendelsohn, MD PA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARTIN G. MENDELSSOHN, M.D., P.A.

Pursuant to §607.1007 and 621.13 of the Florida Statutes, **MARTIN G. MENDELSSOHN, M.D., P.A.**, a Florida professional service corporation (the "Corporation"), certifies that:

- (1) The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on May 1, 1976.
- (2) The Articles of Incorporation of the Corporation are restated as follows:

ARTICLE I
NAME

The name of the Corporation is **MARTIN G. MENDELSSOHN, INC.**

ARTICLE II
DURATION

This Corporation shall continue its existence perpetually.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

Stanley H. Kuperstein, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 113612

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ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation is:
3157 NORTH UNIVERSITY DRIVE, SUITE 101, PEMBROKE PINES, FLORIDA, 33024.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 50 shares of no par value common stock, which shall be designated "Common Shares."

ARTICLE VI
REGISTERED OFFICE AND AGENT

[intentionally omitted]

ARTICLE VII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VIII
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

FA#: H97-

These Restated Articles of Incorporation were adopted by the Board of Directors of this corporation on November 20, 1997. The Shareholders unanimously approved this amendment on November 20, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of December, 1997.



MARTIN G. MENDELSSOHN, M.D., President