

600694

GILBERT HARRIS & ROBINSON
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 138
1800 WEST HIBISCUS BOULEVARD
POST OFFICE BOX 1870
MELBOURNE, FL 32902-1870

TELEPHONE 321-727-8100
FAX 321-984-4122
www.ghrlaw.com

E-MAIL ADDRESS
pnohrr@ghrlaw.com

PHILIP F. NOHRR

October 31, 2001

Our File No.: 95018-16

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

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RE: Melbourne Internal Medicine Associates, P.A.

Dear Sir:

Enclosed please find the original and one (1) copy of Amended and Restated Articles of Incorporation of Melbourne Internal Medicine Associates, P.A. Also enclosed is Melbourne Internal Medicine Associates' check payable to your order in the amount of \$52.50 (\$35.00 to amend, \$8.75 for a certified copy, and \$8.75 for a Certificate of Status). Please send a certified copy of the Amended and Restated Articles of Incorporation to the above address in the self-addressed stamped envelope provided herein.

Thank you for your assistance in this matter.

Very truly yours,

Philip F. Nohrr
Philip F. Nohrr

PFN/hms
Enclosures

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01 NOV 26 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Restated
get 11/27
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 **GRAY, HARRIS & ROBINSON**

PROFESSIONAL ASSOCIATION

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www.ghrlaw.com

E-MAIL ADDRESS

jbrogan@ghrlaw.com

JAYNE A. BROGAN, CLA
PARALEGAL

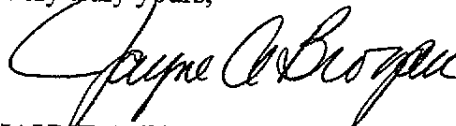
November 20, 2001

Division of Corporations
Attn: Karen Gibson, Corporate Specialist
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation for **Melbourne Internal Medicine Associates, P.A.**, along with a copy of your correspondence to us dated November 7, 2001. Kindly file the Articles and provide us with a certified copy at your earliest convenience. Thank you for your assistance in this regard.

Very truly yours,



JAYNE A. BROGAN

/jab
Enclosures





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 7, 2001

PHILIP F. NOHRR
GRAY HARRIS & ROBINSON
PO BOX 1870
MELBOURNE, FL 32902-1870

SUBJECT: MELBOURNE INTERNAL MEDICINE ASSOCIATES, P.A.
Ref. Number: 600694

We have received your document for MELBOURNE INTERNAL MEDICINE ASSOCIATES, P.A. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

Letter Number: 901A00060611

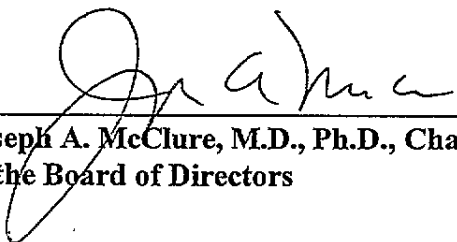
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DIVISION OF CORPORATIONS

CERTIFICATE OF ADOPTION AND APPROVAL

The foregoing **Amended and Restated Articles of Incorporation of Melbourne Internal Medicine Associates, P.A.** was adopted by the Shareholders and Directors of the corporation on the 12th day of October, 2001.

Approval of the foregoing **Amended and Restated Articles of Incorporation of Melbourne Internal Medicine Associates, P.A.** was (Check One):

- Was approved by the shareholders. The number of votes cast was sufficient for approval.
- Approval was given by vote of the shareholders through voting groups.



Joseph A. McClure, M.D., Ph.D., Chairman
of the Board of Directors

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MELBOURNE INTERNAL MEDICINE ASSOCIATES, P.A.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person competent to contract and doctor of medicine, duly licensed to render services as such under the laws of the State of Florida, hereby forms a professional service corporation, pursuant to the provisions of *Florida Statutes* Section 621 in conjunction with *Florida Statutes* Section 607.

ARTICLE I - NAME

The name of this corporation is **MELBOURNE INTERNAL MEDICINE ASSOCIATES, P.A.**

ARTICLE II - NATURE OF PROFESSIONAL SERVICE

The general nature of the business to be transacted by the corporation is:

A. To engage in every phase and aspect of the profession of rendering professional services to the public that any doctor of medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine.

B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment and to own real and personal property necessary for the rendering of professional medical services.

C. To enter into, for the benefit of its employees, one (1) or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies or whose employment is terminated in accordance with the bylaws or any stock redemption agreement adopted by the shareholders of the corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the corporation is not impaired.

E. At its option, to enter into a partnership with other qualified professional associations and/or individuals duly qualified to practice medicine in the State of Florida.

The foregoing paragraphs shall be construed as enumerating both powers and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes or powers of the professional service corporation otherwise permitted by law and includes the powers and purposes to manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and render services of all kinds and to engage in any legal and lawful act or activity for which professional service corporations may be organized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one (1) time is nine thousand (9,000) shares of common stock, having a par value of one dollar (\$1.00) per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida, nor may any shareholder sell or transfer his/her shares in this corporation except to another individual who is duly licensed or otherwise legally authorized to practice medicine as aforesaid.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence existence upon the date of filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE V - PRINCIPAL ADDRESS OF REGISTERED OFFICE AND AGENT

The street address of the principal place of business of the corporation is 200 East Sheridan Road, Melbourne, Florida 32901 and the street address of the registered office of this corporation is 200 East Sheridan Road, Melbourne, FL 32901. The name of the registered agent of this corporation at that address is Al O'Connell.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed by its board of directors. The number and classifications of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but the number of directors shall never be less than three (3). The corporation currently shall have eleven (11) directors.

ARTICLE VII - EXECUTION

The name and street address of the person signing these Articles of Incorporation, same being a doctor of medicine, duly licensed under the laws of the State of Florida to render services as such is:

<u>Name</u>	<u>Address</u>
Joseph A. McClure, M.D., Ph.D.	200 East Sheridan Road Melbourne, FL 32901

ARTICLE VIII - INTERESTED DIRECTOR

No contract or transaction between the corporation and one (1) or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers or have a financial interest shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if:

(a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or the committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors is less than a quorum; or

(b) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision or to subject any director or officer to any liability that he or she would not be subject to in the absence of this provision.

ARTICLE IX - DIRECTOR IMMUNITY

To the fullest extent permitted by applicable law, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director of the corporation to the extent the director is found liable for:

(a) a breach of the director's duty of loyalty to the corporation or its shareholders;

(b) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation;

(c) an act or omission that involves intentional misconduct or a knowing violation of the law;

(d) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

(e) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the corporation or its shareholders to such further extent as permitted by any Law hereafter enacted, including, without limitation, any subsequent amendment to the Florida Professional Service corporation and Limited Liability Company Act or the Florida Business Corporation Act.

ARTICLE X - STOCK RESTRICTIONS

None of the capital stock of this corporation shall be issued to any person who is not duly licensed to practice medicine in the State of Florida; nor may any shareholder of this corporation enter into a voting trust agreement or any other type agreement which vesting another person with the authority to exercise the voting power of any or all of his/her stock except to another shareholder of the corporation. The shareholders of this corporation shall have the power to include in the bylaws and/or by separate writing any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders including, but not limited to, a requirement that a shareholder sell their stock upon the termination of employment with the corporation; in the event of the death of any of its shareholders; or in the event a shareholder becomes legally disqualified to render professional services incident to the practice of medicine. No shareholder of this corporation may sell or transfer his/her shares therein except to another individual who is eligible to be a shareholder of the corporation and such sale or transfer may be made only after the same shall be approved by the shareholders.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in *Florida Statutes* Section 621.13. All rights of shareholders are subject to this reservation.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

**ARTICLE XIII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER OR CONSOLIDATION**

Approval of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic professional service corporation organized under *Florida Statutes* Section 621 to render the professional services to be rendered hereunder; merger or consolidation with a foreign corporation is strictly prohibited.

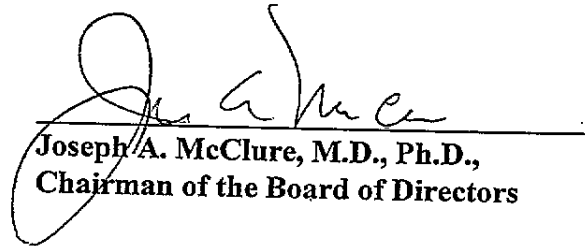
ARTICLE XIV - CUMULATIVE VOTING

Cumulative voting for the election of directors or for any other matter is expressly denied and prohibited.

ARTICLE XV - PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 15th
day of November, 2001.



Joseph A. McClure, M.D., Ph.D.,
Chairman of the Board of Directors

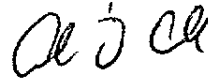
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, *Florida Statutes*, the following is submitted in compliance with said Act:

FIRST, that **MELBOURNE INTERNAL MEDICINE ASSOCIATES, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne County of Brevard, State of Florida, has named **AL O'CONNELL**, located at 200 East Sheridan Road, Melbourne, Florida 32901 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



AL O'CONNELL