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September 30, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Internal Medicine Specialists, P.A.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Restatement of Articles of Incorporation and copy for certification; and
2. A check in the amount of \$96.25 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$52.50 for one certified copy; and (c) \$8.75 for a Certificate of Status.

\$52.50 for

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

RECEIVED
97 OCT -1 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mjs
Enclosures
cc: Stephen R. Looney, Esq.

TAXPAYER FROM
Call when Ready!

10/2
John
Restated
Art./inc
C.C. + CUS

ARTICLES OF RESTATEMENT
TO
THE ARTICLES OF INCORPORATION
OF
INTERNAL MEDICINE SPECIALISTS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the under-
signed Florida corporation hereby adopts the following Articles of Restatement to its Articles
of Incorporation, pursuant to which it is converting from a professional service corporation
under Chapter 621 of the Florida Statutes to a general business corporation under Chapter
607 of the Florida Statutes:

Article I - Name

The name of the corporation is INTERNAL MEDICINE SPECIALISTS, P.A. (here-
inafter referred to as the "Corporation").

Article II - Amendments to Articles of Incorporation

The restatement of the Articles of Incorporation of the Corporation contains amend-
ments to the Articles of Incorporation requiring shareholder approval.

Article III - Adoption and Text of Articles of Restatement
to the Articles of Incorporation

All of the directors of the Corporation approved a resolution approving the Articles of
Restatement of the Articles of Incorporation by written consent dated the 29th day of Septem-
ber, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and
all of the shareholders of the Corporation approved a resolution approving the Articles of
Restatement of the Articles of Incorporation by written consent dated the 29th day of Septem-
ber, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

The following is a true and correct copy of the resolution approving the restatement of the
Articles of Incorporation:

RESOLVED, that the Articles of Incorporation of the Corporation be restated in their entirety to read as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **INTERNAL MEDICINE SPECIALISTS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 3885 Oakwater Circle, Orlando, Florida 32806.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is five hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

**ARTICLE IV - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of this Corporation in the State of Florida shall be 3885 Oakwater Circle, Orlando, Florida 32806. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is Shamus M. Holt. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>
John J. Kennedy, M.D.	3885 Oakwater Circle Orlando, FL 32806
Allen K. Holcomb, M.D.	3885 Oakwater Circle Orlando, FL 32806

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law."

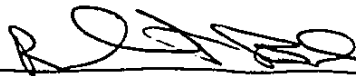
Article IV - Effective Date of Restatement

The effective date of the restatement of the Articles of Incorporation of the Corporation set forth herein shall be as of the 1st day of October, 1997.

Dated this 29th day of September, 1997.

INTERNAL MEDICINE SPECIALISTS, P.A.

By: _____


Robert T. Baker, M.D.
Fourth Vice President

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