635975

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Account Name : BARRON, REDDING, HUGHES, FITE, BASSETT & FENSOM, P.A.
Account Number : 073617000710
Phone : (850)785-7454
Fax Number : (850)785-2999

BASIC AMENDMENT

RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1998

RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.
2202 STATE AVE, SUITE 111
PANAMA CITY, FL 32405

SUBJECT: RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.
REF: 635975

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

THE CERTIFICATE OF ADOPTION SHOULD BE SIGNED BY AN OFFICER.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H98000023423
Letter Number: 998A00059237

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98 DEC 17 AM 10:55
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BASIC AMENDMENT

RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.

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98 DEC 17 AM 7:09
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Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.

FILED
98 DEC 17 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned shareholders of RAO, REDDY & EVANS ASSOCIATES, M.D., P.A., a corporation organized and existing under the laws of the State of Florida, do hereby execute the following statement;

All shares of this corporation as "common" shares with a total of five hundred shares available to vote. All five hundred shares voted in favor of the foregoing amendment, which constitutes a sufficient number of votes cast for approval by that voting group.

THE ATTACHED Amended and Restated Articles of Incorporation of RAO, REDDY & EVANS ASSOCIATES, M.D., P.A., is hereby adopted on this 15th day of December, 1998, pursuant to Florida Statute 607.1003.

Palep N. Rao, M.D.
Shareholder/President

Sudhakar C. Reddy, M.D.
Shareholder/Vice President

Eugene M. Evans, M.D.
Shareholder/Secretary/Treasurer

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.

The undersigned, acting on behalf of RAO, REDDY & EVANS ASSOCIATES, M.D., P.A., a corporation organized and existing under the laws of the State of Florida, and managed by its shareholders rather than a Board of Directors, pursuant to its Articles of Incorporation, hereby adopt the following Amended and Restated Articles of Incorporation of RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RAO, REDDY, EVANS & ALBIBI, M.D., P.A.

ARTICLE II - PURPOSE

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

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a 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

THIS INSTRUMENT PREPARED BY:
J. Robert Hughes, Esq.
Fla. Bar No. 011 1806
Barron, Redding, Hughes, Fite,
Bassett, Fensom & Sanborn, P.A.
220 McKenzie Avenue
P.O. Box 2467
Panama City, FL 32402
(850) 785-7454

are duly licensed under the laws of the State of Florida to practice medicine therein.

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

(c) To do everything necessary, proper, or convenient for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either along or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purpose of the corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is five hundred (500) 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.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the corporation began business is $500.00

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL ADDRESS

The street address of the principal office of the corporation in the State of Florida is 204 E. 19th Street, Panama City, Florida, 32405. The shareholders may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII - REGISTERED ADDRESS AND REGISTERED AGENT

The street address of the registered address of the corporation in the State of Florida is 204 E. 19th Street, Panama City, Florida, 32405, and the name of its registered agent is Palep N. Rao, M.D.

ARTICLE VIII - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE IX - VOTING TRUST

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - CONTRACTS

No contracts or other transaction between the corporation and any other corporation shall be affected by the fact that any shareholder of the corporation is interested in, or is a shareholder or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm or corporation shall be affected by the fact that any shareholder of the corporation is a party in any way connected with such a person, firm or corporation, and every person who may become a shareholder of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI - RESTRAINT OR ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in a separate shareholders agreement, adopted by a two-thirds (2/3) majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of a third party without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, the corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union or interest, or cooperative, joint venture or otherwise, with any person, firm or corporation for the purpose of rendering medical services.

(b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with a Shareholders Agreement adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with a

Shareholders Agreement adopted by the shareholders of the corporation, setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

(d) To enter into, for the benefit of is employees, one 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.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of same kind, class of series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XV - INCORPORATOR

The name of the person signing these amended and restated articles is Palep N. Rao, M.D., whose address is 204 E. 19th Street, Panama City, Florida, 32405.

Fax Audit No. H98000023423

IN WITNESS WHEREOF, the undersigned subscriber has executed these amended and restated articles of incorporation this 15th day of December, 1998.

Palep N. Rao, M.D., President
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 15th day of December, 1998, by Palep N. Rao, M.D., who: (notary must check applicable box)

☒ is personally known to me.

☐ produced a current Florida driver's license as identification.

☐ produced ______________________ as identification.

Debbie Donn
____
(Print Name)
Notary Public
Serial # ______________
My Commission Expires: ________

(SEAL)

DEBBIE M. DONN
My Comm Exp. 4/24/2001
Bonded By Service Ins
No. CC635337
[ ] Personally Known [ ] Other I.D.

Fax Audit No. H98000023423

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

RAO, REDDY & EVANS ASSOCIATES, M.D., P.A.

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

Dated this 15th day of December, 1998.

Palep N. Rao, M.D.
Registered Agent