

ACCOUNT NO.

072100000032

REFERENCE

110453

5017647.

AUTHORIZATION

COST LIMIT

ORDER DATE: January 25, 1999

ORDER TIME : 9:10 AM

ORDER NO. : 110453-015

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CUSTOMER NO: 5017647

CUSTOMER: Connie Walsh, Legal Assistant

Bryan Cave Llp

211 N. Broadway, Suite 3600 One Metropolitan Square St. Louis, MO 63102-2750

DOMESTIC AMENDMENT FILING

NAME: RICHARD B. MALKIN, INC.

EFFICTIVE DATE:

_ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

____ PLAIN STAMPED COPY

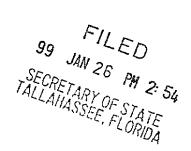
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CONTACT PERSON:

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BECEINED

ARTICLES OF RESTATEMENT OF RICHARD B. MALKIN, INC.



To the Department of State State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation.

- 1. The name of the corporation is Richard B. Malkin, Inc.
- 2. The text of the Restated Articles of Incorporation of the corporation, as amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

- 1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
- 2. The Articles of Incorporation of the corporation are hereby amended in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
 - 3. The date of adoption of the aforesaid amendments was January <u>21</u> 1999.
- 4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
- 5. The number of votes cast for said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on January 21, 1999.

RICHARD B. MALKIN, INC.

Richard B. Malkin, M.D., President

RESTATED ARTICLES OF INCORPORATION OF RICHARD B. MALKIN, INC.

ARTICLE I

NAME: The name of this corporation shall be Richard B. Malkin, Inc.

ARTICLE II

<u>PURPOSE</u>: The purposes for which the corporation is organized, shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

<u>CAPITAL STOCK</u>: The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be Five Hundred (500) shares having One Dollar (\$1.00) par value. All stock issued shall be fully paid and non-assessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

ARTICLE IV

TERM OF EXISTENCE: The duration of the corporation shall be perpetual.

ARTICLE V

PRINCIPAL OFFICE: The street address of the principal office of this corporation in the State of Florida is 1961 Floyd Street, Suite B, Sarasota, Florida 34239-2931.

ARTICLE VI

<u>REGISTERED OFFICE</u>: The registered office of the Corporation shall be 1961 Floyd Street, Suite B, Sarasota, Florida 34239-2931 and the registered agent shall be Richard B. Malkin, M.D. whose business address is the same as the registered office of the corporation.

ARTICLE VII

INCORPORATOR: The name and street address of the incorporator is:

NAME

Richard B. Malkin, M.D.

ADDRESS

1961 Floyd St. Suite B

Sarasota, Florida 34239-2931