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REFERENCE : 110453 5017647
AUTHORIZATION : Patricia Pigeto
COST LIMIT : \$ 43.75

ORDER DATE : January 25, 1999
ORDER TIME : 9:10 AM
ORDER NO. : 110453-015
CUSTOMER NO: 5017647

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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.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

FILED
99 JAN 26 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS: [Signature]

RECEIVED
99 JAN 26 AM 9:53
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

**ARTICLES OF RESTATEMENT
OF
RICHARD B. MALKIN, INC.**

FILED
99 JAN 26 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 21, 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.

By Richard B. Malkin
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

PURPOSE: 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

CAPITAL STOCK: 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

REGISTERED OFFICE: 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