

F89517

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000063578 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

BASIC AMENDMENT

NEONATOLOGY ASSOCIATES OF CENTRAL FLORIDA, M.D.,

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

RECEIVED

01 MAY -7 AM 10:45

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY -7 PM 12:22

FILED

AM/Rest/NC
KRB 5-7

(5)

May 7, 2001

NEONATOLOGY ASSOCIATES OF CENTRAL FLORIDA, M.D., P.A.
92 WEST MILLER STREET
ORLANDO, FL 32806

SUBJECT: NEONATOLOGY ASSOCIATES OF CENTRAL FLORIDA, M.D., P.A.
REF: F89517

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 date of adoption of each amendment must be included in the document.

PLEASE FILL IN THE DATE IN THE FIRST PARAGRAPH.

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. #: H01000063578
Letter Number: 101A00026954

H01000063578 8

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NEONATOLOGY ASSOCIATES OF CENTRAL FLORIDA, M.D., P.A.

FILED
01 MAY -7 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned signatories, being all of the Directors and owning all of the outstanding stock of NEONATOLOGY ASSOCIATES OF CENTRAL FLORIDA, M.D., P.A., a Florida professional service corporation, hereby agree that the Articles of Incorporation be amended and restated in their entirety, pursuant to the provisions of Section 607.1007 of the Florida Statutes, in the form of these Amended and Restated Articles of Incorporation, which were unanimously approved and adopted by the Shareholders and Directors of the corporation by Joint Consent to Action dated May 4th, 2001.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation is NEONATOLOGY ASSOCIATES OF CENTRAL FLORIDA, INC. The principal office and mailing address of the corporation is 92 West Miller Street, Second Floor, Orlando, Florida 32806.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

ARTICLE V - 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 Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

PREPARED BY: Alan H. Daniels, Esq.
Florida Bar No. 0337226
Dean, Mead, et al
P. O. Box 2346, Orlando, Florida 32802

H01000063578 8

ARTICLE IV - REGISTERED AGENT

The current Registered Agent of this corporation is David M. Auerbach, M.D., whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this corporation is 92 West Miller Street, Second Floor, Orlando, Florida 32806.

ARTICLE VI - TERM OF EXISTENCE

This corporation will continue to exist perpetually, unless dissolved according to law. The effective date of these Amended and Restated Articles of Incorporation is the date of their filing with the Secretary of State for the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

A. As of the date of filing these Amended and Restated Articles of Incorporation, the number of Directors of this corporation is seven (7).

B. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but will never be less than one (1).

ARTICLE IX - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this

7th day of May, 2001.



David A. Auerbach, M.D., President

H01000063578 8

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: David A. Auerbach
David A. Auerbach, M.D.

DATE: May 7th, 2001

H01000063578 8