G04517

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(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & restate.

KEVIN I. DOWNEY
ATTORNEY AT LAW
2631 N.W. 41st STREET, SUITE B-2
GAINESVILLE, FLORIDA 32606
(352) 373 - 4554
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March 10, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

Re: Restated and Amended Articles of Incorporation for
John Rowda, D.O., P.A.

Gentlemen:

I am enclosing herewith the Restated and Amended Articles of Incorporation for John Rowda, D.O., P.A. (document number G04517), converting the corporation to a general business corporation under Chapter 607, Florida Statutes, and changing the corporate name to **Iris Holdings, Inc.** Also enclosed is a copy of the unanimous written consent of the Corporation's shareholders and directors approving these changes to the Corporation's articles.

In addition, a check is enclosed in the sum of $43.75 which represents the following fees:

Filing Fee:	$ 35.00
Certificate of Status	$ 8.75
Total	$ 43.75

Please file the enclosed Restated and Amended Articles of Incorporation and then return the Certificate of Status reflecting the new name and status of the corporation to the above address at your earliest convenience.

Your prompt attention to this matter is appreciated. Thank you.

Sincerely,

Kevin I. Downey

Enclosures:

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF

John Rowda, D.O., P.A.

Pursuant to the provisions of Chapter 607 and Chapter 621 of the Florida Statutes, John Rowda, D.O., P.A., a Florida professional service corporation originally incorporated on October 14, 1982 and assigned document number G04517, hereby adopts the following provisions as its Restated and Amended Articles of Incorporation, effective March 1, 2005:

AMENDED ARTICLE I. Name. The name of the corporation is:

Iris Holdings, Inc.

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AMENDED ARTICLE II. Purpose. The purpose for which the corporation is organized is to do any and all functions that a corporation may lawfully conduct and perform in the State of Florida.

ARTICLE III. Capital Stock. The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is 7,000 shares of common stock having a par value of One dollar ($1.00) each.

AMENDED ARTICLE IV. Preemptive Rights Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V. Term of Existence. The corporation shall have perpetual existence.

AMENDED ARTICLE VI. Principal Office and Mailing Address. The street address and mailing address of the principal office is 240 N. Lecanto Highway, Lecanto, FL 34461.

ARTICLE VII. DELETED

ARTICLE VIII. DELETED

ARTICLE IX. DELETED

ARTICLE X. DELETED

ARTICLE XI. DELETED

ARTICLE XII. DELETED

ARTICLE XIII. DELETED

AMENDED ARTICLE XIV. Registered Office and Registered Agent. The street address in the State of Florida of the registered office of the corporation is 240 N. Lecanto Highway, Lecanto, Florida 34461 and the name of its registered agent at such address is John Rowda, D.O.

ARTICLE XV. DELETED

The undersigned certifies that the foregoing Restated and Amended Articles of Incorporation, including every amendment to the Corporation's original Articles of Incorporation, were approved by the unanimous vote of all shareholders and all directors of the Corporation, effective February 1, 2005.

In Witness Whereof, the undersigned Officers of the Corporation have executed these Restated and Amended Articles of Incorporation in the State of Florida, on the date appearing below.

By: ______________________
John Rowda, D.O., President
Date: 3/2/05

ATTEST: By: ______________________
Kyle Parrow, M.D., Secretary
Date: 3/1/05

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

____
John Rowda, D.O., Registered Agent

Written Consent In Lieu Of A
Joint Meeting
Of
The Shareholders And Directors
Of

COPY

John Rowda, D.O., P.A.

Pursuant to the Florida Statutes, the undersigned, being all the Directors and Shareholders of John Rowda, D.O., P.A., a Florida professional corporation located at 240 North Lecanto Highway, Lecanto, in Citrus County, Florida, hereby take and unanimously adopt the following Written Consent in Lieu of a Joint Meeting of the Shareholders and the Board of Directors effective February 1, 2005. Accordingly, it is:

Resolved that the attached Restated and Amended Articles of Incorporation for John Rowda, D.O., P.A. that: (i) were prepared by Corporate counsel; and (ii) would convert the Corporation from a professional service corporation formed under Chapter 621 of the Florida Statutes into a general corporation formed under Chapter 607 of the Florida Statutes; and (iii) would change the name of the Corporation to "Iris Holdings, Inc.," are hereby adopted.

Resolved further that the Officers of the corporation are hereby authorized to execute the approved Restated and Amended Articles of Incorporation and to file the same with the State of Florida to be effective March 1, 2005.

Resolved, that all other actions taken by the Officers and Directors of the Corporation since the last entry in the corporate minute book are ratified and approved in all respects.

By: ______________________
John Rowda, D.O.

By: ______________________
Kyle Parrow, M.D.