

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

H68311

FILED
98 JUL -8 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Medical Professional
Agency, Inc.

800002579928-1
-07/06/98--01016--003
*****87.50 *****87.50

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File Restated arts
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

*Restated
7-9*

Signature _____

Requested by: Chen 7.6 839

Name Date Time

Walk-In _____ Will Pick Up _____

98 JUL 6 11 05 AM
CORP. DIV.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: MEDICAL PROFESSIONAL AGENCY, INC.
Ref. Number: H68311

We have received your document for MEDICAL PROFESSIONAL AGENCY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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

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

Letter Number: 098A00036257

Corrected

CERTIFICATE OF RESOLUTION
ON RESTATED
ARTICLES OF INCORPORATION
AND AMENDED BY-LAWS OF
MEDICAL PROFESSIONAL AGENCY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Medical Professional Agency, Inc., a for-profit corporation organized and existing under the laws of the State of Florida, **DOES HEREBY CERTIFY:**

That at a meeting of the shareholders of Medical Professional Agency, Inc. duly and regularly called and held on the 24th day of June, 1998, the following resolution was unanimously adopted:

WHEREAS, it is deemed to be desirable and in the best interests of this Corporation and its shareholders that its Articles of Incorporation be restated and that amended By-Laws be adopted; now, therefore, be it

RESOLVED, that the Articles of Incorporation of Medical Professional Agency, Inc. be restated to include the original Articles of Incorporation and the amendments thereto as set forth in the attached Restated Articles of Incorporation.

RESOLVED FURTHER, that the Amended By-Laws attached hereto are hereby adopted.

IN WITNESS WHEREOF, Medical Professional Agency, Inc. has caused this Certificate to be signed by Robert E. Van Slyke, its Chairman and attested to by John T. Porter, its Secretary, this 24th day of June, 1998.

MEDICAL PROFESSIONAL AGENCY, INC.

BY: Robert E. Van Slyke

Its Chairman

ATTEST:

BY: John T. Porter

Secretary

FILED
98 JUL -8 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF

MEDICAL PROFESSIONAL AGENCY, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be Medical Professional Agency, Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida, including, but not limited to, the provision of health care services.

ARTICLE IV

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued.

ARTICLE V

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The street address of the registered office of the corporation is 1717 North "E" Street, Pensacola, Florida 32523, and the name of the registered agent of this corporation at that address is John T. Porter.

ARTICLE VII

Initial Board of Directors

The corporation shall have ten (10) directors initially: five (5) physician members and five (5) administration members. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation, but the number of directors of the corporation shall not be less than two (2) nor more than twelve (12).

ARTICLE VIII

Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

ARTICLE IX

By-Laws

The By-Laws of the corporation may be adopted, altered, amended, or repealed upon any such proposed action receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the shareholders, upon advance notice given of the change to be made.

ARTICLE X

Shareholder Quorum and Voting

At any meeting of the Shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Management of Corporation

The property, business, and affairs of the corporation shall be managed and controlled by its Board of Directors except for the following actions of the corporation which shall be managed and controlled by its shareholders:

- A. Any change in the mission, purpose or scope of the corporation and its operation;
- B. The incurrence of long-term debt or the guarantee of the debt of another;
- C. The sale, lease, purchase, conveyance or other disposition of any real property or any personal property of the corporation having a fair market value in excess of \$100,000;
- D. The sale, lease, purchase, conveyance or other disposition of all or substantially all of the assets of the corporation;
- E. The annual operating and capital expenditure budgets of the corporation and any material deviations from such budgets;
- F. The appointment or engagement of all auditors and legal counsel and the engagement of consultants involving expenditures in excess of \$50,000 annually;
- G. Any significant changes of human resource and employee benefit, accounting, financial and other policies and procedures;
- H. The strategic and long-range plans and financial commitments (over and above those contained in approved budgets) in excess of \$150,000;

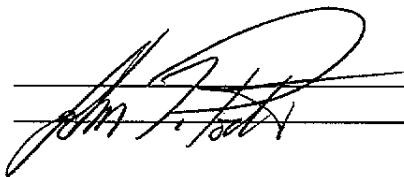
- I. The creation, acquisition, sale, purchase, dissolution or other disposition of any affiliated or controlled entity or any joint venture or any interest in any such entity;
- J. The setting of compensation for officers, directors or employed physicians; and
- K. The repeal, amendment or restatement of the Articles of Incorporation and By-Laws of the corporation.

ARTICLE XII

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, certify that the facts herein stated are true, accordingly hereunto set my hand and seal this 24th day of June, 1998.

 _____ (SEAL)

STATE OF FLORIDA

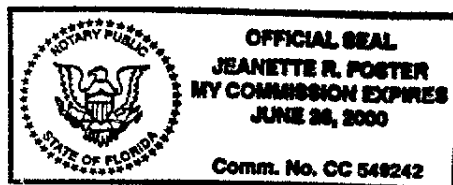
COUNTY OF ESCAMBIA

Before the undersigned, a notary public in and for said state and county, this day personally appeared John T. Porter, personally known to me (or produced a Florida driver's license or _____ as identification) and personally known to me [or satisfactorily proven] to be the individual described by said name in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said document freely and voluntarily for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 1st day of July, 1998.

Jeanette R. Foster
[Signature of Notary Public]
Jeanette R. Foster
[Type/Print Name of Notary]
State of Florida at Large
My Commission Expires: 6-26-2000
Commission Certificate No. CC 549242

(Notary Seal Must Be Affixed)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

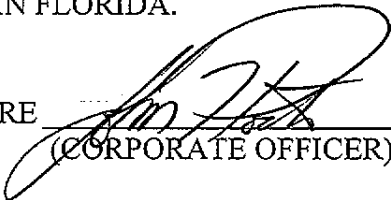
FIRST--THAT Medical Professional Agency, Inc.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Pensacola, STATE OF
(City)

Florida, HAS NAMED John T. Porter,
LOCATED AT (STATE) (NAME OF REGISTERED AGENT)

1717 North "E" Street, CITY OF Pensacola, STATE OF FLORIDA, AS ITS
(STREET ADDRESS) (CITY)

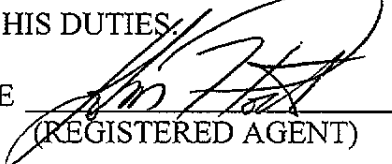
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

TITLE Director

DATE June 24, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED INDIVIDUALLY HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

SIGNATURE 
(REGISTERED AGENT)

DATE June 24, 1998