

M17427

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2348
ORLANDO, FLORIDA 32802-2348

800 NORTH MAGNOLIA AVENUE
SUITE 1800
ORLANDO, FLORIDA 32803

WRITER'S DIRECT LINE
(407) 428-5106

(407) 641-1200
FAX (407) 483-1831

FILED
97 JAN 16 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 13, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700002060897--5
-01/16/97--01100--019
*****87.50 *****87.50

Re: Pulmonary Disease Specialists, P.A.

Gentlemen:

Enclosed are the original and one copy of Restated Articles of Incorporation for the above corporation, together with a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 for the certified copy. Please note that this restatement will update the Articles to comply with changes in the corporate statutes, as well as eliminate non-voting stock, increase the number of authorized shares and assign a new par value to the corporation's stock.

Once the Restated Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely,

Karen Brawn
Karen Brawn, Legal Assistant to
Robert W. Mead, Jr.

kb

Enclosures

cc: Thomas W. O'Brien, M.D.

Restated Art.

VS JAN 24 1997

**RESTATED ARTICLES OF INCORPORATION
OF
PULMONARY DISEASE SPECIALISTS, P.A.**

FILED
97 JAN 16 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the sole Director and owning all of the outstanding stock of PULMONARY DISEASE SPECIALISTS, P.A., a Florida professional service corporation, hereby agrees 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 Restated Articles of Incorporation, which were unanimously approved and adopted by the Shareholders and Directors of the corporation at the Special Joint Meeting of the Shareholders and Board of Directors held on October 31, 1996.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation is PULMONARY DISEASE SPECIALISTS, P.A.
The principal office and mailing address of the corporation is 804 Rose Avenue, Kissimmee, Florida 34741.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business transacted by this corporation will continue to be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Restated Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - 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 Hundred (500) shares of common stock having a par value of Ten Cents (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT

The current Registered Agent of this corporation is Thomas W. O'Brien, 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 804 Rose Avenue, Kissimmee, Florida 34741.

ARTICLE VI - TERM OF EXISTENCE

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

ARTICLE VII - BOARD OF DIRECTORS

A. As of the date of filing these Restated Articles of Incorporation, the number of Directors of this corporation is one (1).

B. The number of Directors may be increased or diminished from time to time by a majority vote of the shareholders, but will never be less than one (1).

C. The name and street address of the member of the Board of Directors who is holding office for the corporation as of the date of filing of these Restated Articles of Incorporation and who will continue to hold office until his successor is elected is:

<u>Name</u>	<u>Street Address</u>
Thomas W. O'Brien, M.D.	804 Rose Avenue Kissimmee, Florida 34741

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a two-thirds (2/3) vote of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director will be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of

Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation will continue to have all and singular the following powers:

- A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation will not be impaired thereby.
- C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

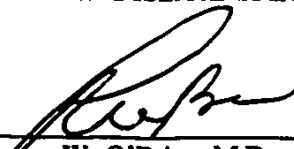
The corporation reserves the right to amend these Restated Articles of Incorporation in the manner provided by law. Every amendment will be approved by the shareholders, proposed to them by the Board of Directors, and approved at a special joint meeting of the shareholders and Board of Directors by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Restated Articles of Incorporation be made.

ARTICLE XII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 31st day of October, 1996.

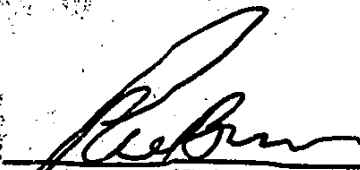
PULMONARY DISEASE SPECIALISTS, P.A.

By: 

Thomas W. O'Brien, M.D., sole Shareholder
and Director

Having been named Registered Agent for the above stated Corporation, at the place designated in these Restated Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete

performance of my duties. I am familiar with, and I affirm my acceptance of, the duties and obligations of Section 607.0505 Florida Statutes.

Signature: 

Thomas W. O'Brien, M.D.

Date: October 31, 1996