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TALLAHASSEE, FLORIDA

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Terrance A. Bostic

Steven M. Samaha

January 27, 2004

Florida Department of State
Division of Corporations
ATTN: Dissolution Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Marlowe Foundation for Diagnostic Rheumatology and
Research, Inc.

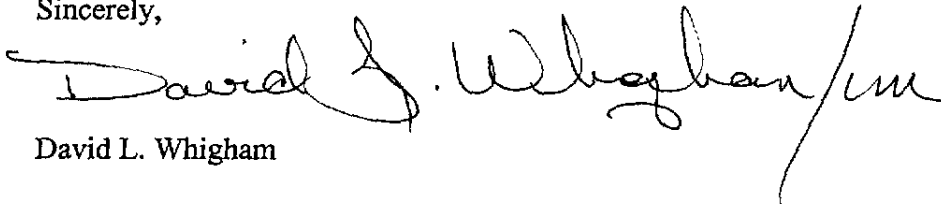
Dear Madam or Sir:

Enclosed are Amended and Restated Articles of Incorporation of Marlowe Foundation for Diagnostic Rheumatology and Research, Inc. to be filed with the Florida Department of State immediately upon receipt.

Our check in the amount of \$43.75 is also enclosed for the filing fee and a certificate of status.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Sincerely,



David L. Whigham

DLW:vlm
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARLOWE FOUNDATION FOR DIAGNOSTIC RHEUMATOLOGY AND RESEARCH
INC.**

The undersigned subscriber hereby files these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation not-for-profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE I

NAME OF THE CORPORATION

The name of the Corporation shall be amended to read: The Marlowe Foundation for Diagnostic Rheumatology and Clinical Research, Inc.

ARTICLE II

PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is to be located is 703 Court Street, Clearwater, Florida 33756.

ARTICLE III

PURPOSE

Said corporation's purpose is amended to be organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

DIRECTORS AND OFFICERS

The names and addresses of the persons who are the initial trustees of the corporation are amended to read as follows:

Sally M. Marlowe, NP
712 Grand Central
Clearwater, Florida 33756

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Frederick Garrett
1611 Highland Club Lane
Palm Harbor, Florida 34684

Richard L. Vitraelli
251 Windward Passage, Suite G
Clearwater, Florida 33767

Arthur Weinstein, MD
110 Irving Street NW, RM 2A-66
Washington, DC 20010

Thomas M. Zizic, MD
47 R. Loveton Circle
Sparks, MD 21152

ARTICLE V

EARNINGS AND POLITICAL INVOLVEMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

INITIAL REGISTERED AGENT

The initial registered agent shall remain:

Thomas C. Jennings III, Esq.
703 Court Street
Clearwater, Florida 33756

ARTICLE VIII

INCORPORATOR

The incorporator for The Marlowe Foundation for Diagnostic Rheumatology and Clinical Research, Inc., remains:

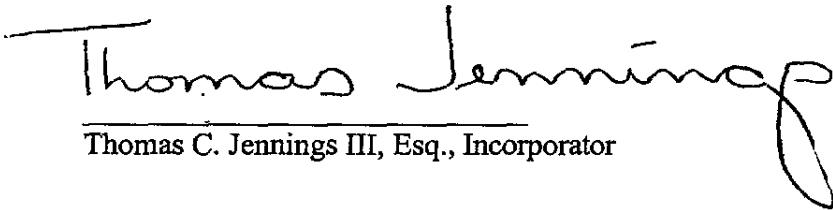
Thomas C. Jennings III, Esq.
703 Court Street
Clearwater, Florida 33756

ARTICLE IX

ADOPTION BY BOARD

As there are no members entitled to vote on the amendment and restatement, this Amended and Restated Articles of Incorporation was accepted and adopted by the Board of Directors effective December 1, 2003

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of DECEMBER, 2003.


Thomas C. Jennings III, Esq., Incorporator