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04 JAN 29 PM 3:44

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BASIC AMENDMENT

SPINAL CORD GROUP OF COLLIER COUNTY, INC.

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DIVISION OF CORPORATIONS

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Amended & Restated



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 29, 2004

SPINAL CORD GROUP OF COLLIER COUNTY, INC.
1395 PANTHER LANE
SUITE 300
NAPLES, FL 34109

SUBJECT: SPINAL CORD GROUP OF COLLIER COUNTY, INC.
REF: N03000009465

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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Under Article XIV on the document please remove the word university and add the corporate name.

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) 245-6869.

Teresa Brown
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPINAL CORD GROUP OF COLLIER COUNTY, INC.
(a Florida Not For Profit Corporation)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation which shall supercede in their entirety the previously filed Articles of Incorporation of the Corporation.

ARTICLE I

The name of this corporation is Spinal Cord Group of Collier County, Inc. (hereinafter called the "Corporation").

ARTICLE II

The Corporation's principal office and mailing address are located at 8370 Big Acorn Circle, #1402, Naples, FL 34119

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The primary purpose of the Corporation is to be engaged in charitable and educational programs in Southwest Florida primarily benefiting those citizens who have spinal cord injuries and those individuals who desire to pursue careers in the rehabilitation, nursing, psychology, and social services fields supporting citizens with spinal cord injuries.

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ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws.

The names and addresses of the Directors and Officers of the Corporation are:

Mindy Idapse, Director, President
8370 Big Acorn Circle, #1402
Naples, FL 34119

Frank Idapse, Director
8370 Big Acorn Circle, #1402
Naples, FL 34119

Lynn Devariste, Director, Secretary
8370 Big Acorn Circle, #1402
Naples, FL 34119

Marc Buck, Director, Treasurer
8370 Big Acorn Circle, #1402
Naples, FL 34119

The foregoing directors shall serve until the first annual meeting of the member and directors.

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ARTICLE VII

The Corporation shall have no Members

ARTICLE VIII

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the majority of the final Board of Directors of the Corporation shall designate. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such purposes or to such organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for charitable and medical purposes.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 IV 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and,

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B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

These Articles of incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XII

The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Naples Florida 34109 and the name of its registered agent at such office is Naples-Lawdock, Inc.

ARTICLE XIV

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous vote of the Board of Directors on January 29, 2004 at a meeting duly noticed and called for the adoption of Amended and Restated Articles where a sufficient quorum was present.


The Corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is January 29, 2004.

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IN WITNESS WHEREOF, the undersigned officer and director of the Corporation has executed these Amended and Restated Articles of Incorporation on the 18 day of January, 2004.


Mindy Idapse
President

QBNAPW418117.1

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CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

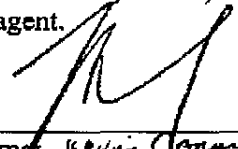
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Spinal Cord Group of Collier County, Inc.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK, INC., c/o Quarles & Brady llp, 1395 Panther Lane, Naples, FL 34109.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Name: *Kevin Clamanchand*
Title: *Vice President*
NAPLES-LAWDOCK, INC.
Registered Agent

Date: 1/29/2004

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