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2008 SEP 17 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB 9/18/08

LAW OFFICES OF MARLON E. BRYAN, P.A.

5701 Sheridan Street, Hollywood, Florida 33021

Tel: (954) 322-4408 • Fax: (954) 322-0330 • m5meblaw@bellsouth.net

Marlon E. Bryan, Esq.
Counselor/Attorney at Law

*Member of Florida &
New Jersey Bar*

Karla C. Gonzalez
Certified Paralegal

May 22, 2008

Amendment Section Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: DOCTORS IN CHRIST, INC.

Enclosed is the original and one (1) copy of the Non-Profit Articles of Amendment, Change of Registered Agent, and a check for Seventy Eight Dollars and 75/100 (\$78.75) to cover the cost of filing the articles, and acquiring a Certificate and Letter of Acknowledgment. Please return the Certificate and Letter of Acknowledgment to our office at:

Law Offices of Marlon E. Bryan, P.A.
5701 Sheridan Street
Hollywood, Florida 33021

Very truly yours,


Marlon E. Bryan

MEB/kg
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 4, 2008

LAW OFFICES OF MARLON E. BRYAN, P.A.
5701 SHERIDAN STREET
HOLLYWOOD, FL 33021

SUBJECT: DOCTORS IN CHRIST, INC.
Ref. Number: N08000000154

We have received your document for DOCTORS IN CHRIST, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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

Bylaws are not filed with this office. Please retain them for your records.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 908A00034806

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**DOCTORS IN CHRIST, INC.
(Not-For-Profit Corporation)**

ARTICLE I

The name of the corporation shall remain the same:

DOCTORS IN CHRIST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLE II

The principal place of business and mailing address of the Corporation is Amended
to:

14400 SW 38 Street
Miramar, Florida 33027

AMENDED ARTICLE III

3.1 The purpose of Doctors In Christ is to share the Gospel of our Lord Jesus while providing medical care for the relief of the poor and the sick throughout the world.

The Corporation is organized exclusively for charitable, 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.

The Corporation shall have the power and authority:

- (i) to receive assistance, money (as grants, membership dues or otherwise), real or personal property and any other forms of contributions, gifts, bequests or devises from any person, firm or corporation to be utilized in the furtherance of the purposes of the Corporation;
- (ii) to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, subject to the bylaws of the Corporation;
- (iii) to distribute, in the manner, form and method, and by the means determined by the Board of Directors, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its objectives and purposes;
- (iv) to purchase, acquire, own, hold, guarantee, sell, design, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of any real estate; and as the owner of any such real or personal property, to exercise all rights, powers and privileges of ownership.

All of the above and foregoing are to be construed both as objectives and powers, and it is expressly provided that the enumerated shall not be held to limit or restrict in any manner the general powers of the Corporation. Subject to the limitations set forth below, the Corporation may do all things requisite and necessary, proper and desirable to carry out and further its purposes; and in general, has all the privileges, immunities and benefits not required to be stated specifically in these Articles, for which corporations may be incorporated under Chapter 617 of the Florida Statutes, which is the Florida Not for Profit Corporation Act.

3.2 Notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not be operated for profit. It may only engage in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation to which contributions are deductible under Sections 170(c), 2055, and 2522 of the Internal Revenue Code. To the extent consistent with Section 501(c)(3), the Corporation may exercise any and all powers conferred upon non-profit corporations by Chapter 617 of the Florida Statutes.

(b) 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.

3.3 The Corporation is organized pursuant to Chapter 617 of the Florida Statutes and does not contemplate pecuniary gain or profit; it has no capital stock and is not authorized to issue capital stock.

3.4 In accordance with section 617.0834 of the Florida Statutes, no loans shall be made by the Corporation to its directors or officers.

3.5 The term of the Corporation shall be perpetual.

ARTICLE IV

The manner in which directors are elected or appointed shall remain the same:

Directors are appointed by the Founder of the Organization

AMENDED ARTICLE V

The name and Florida street address of the registered agent is amended to:

LAW OFFICES OF MARLON E. BRYAN, P.A.

MARLON E. BRYAN, ESQ.

5701 Sheridan Street

Hollywood, Florida 33021

Tel: 954-322-4408

Fax: 954-322-0330

ARTICLE VI

The name and address of the incorporator shall remain the same:

JORGE W. GOMEZ, M.D.
14400 SW 38 Street
Miramar, Florida 33027

AMENDED ARTICLE VII

The officers and directors of the Corporation are amended to:

Title: PRESIDENT
JORGE W. GOMEZ, M.D.
14400 SW 38 Street
Miramar, Florida 33027

Title: VICE PRESIDENT
NICOLAS MASSIMINI, M.D.
14400 SW 38 Street
Miramar, Florida 33027

Title: TREASURER
ELENA HORTA-GOMEZ
14400 SW 38 Street
Miramar, Florida 33027

AMENDED ARTICLE VIII

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended Articles of Incorporation this 5 day of September, 2008.



JORGE W. GOMEZ, M.D.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZATION UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

DOCTORS IN CHRIST, INC.

2. The name and address of the registered agent and office is:

**LAW OFFICES OF MARLON E. BRYAN, P.A.
ATTENTION: MARLON E. BRYAN**

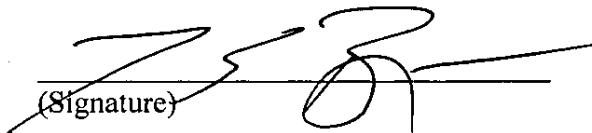
5701 Sheridan Street
Hollywood, Florida 33021

Tel: 954-322-4408

Fax: 954-322-0330

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

(Signature)



(Date)

9-5-08

DIVISION OF CORPORATION, P.O BOX 6327, TALLAHASSEE, FL 32314

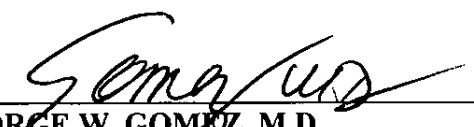
**CERTIFICATE OF MEMBER APPROVAL OF THE
AMENDED AND RESTATED OF ARTICLES OF INCORPORATION
(DOCTORS IN CHRIST, INC)**

The undersigned, being the President of DOCTORS IN CHRIST, INC., a Florida Not for Profit Corporation, hereby states the following:

1. The Articles of Incorporation for DOCTORS IN CHRIST, INC. were filed with the Division of Corporations of the Florida Secretary of State on the 7th day of January, 2008.
2. On May 15, 2008, a Board Meeting was held at 7 p.m. in which the members of the Board approved the following: (1) the amendment to the Articles of Incorporation and (2) restatement of the Articles of Incorporation.
3. A quorum (5 members) was present at the Board Meeting on May 15, 2008 and the number of votes approving the amendment and restatement of the Articles of Incorporation was unanimous.
4. Thus, the amendment and the restatement of the Articles of Incorporation were sufficiently approved by unanimous vote on May 15, 2008.

RESOLVED: That the Articles of Incorporation are amended and restated on the 15th day of May, 2008 and shall be filed with Florida Division of Corporations.

By: _____


JORGE W. GOMEZ, M.D.

Title: President, DOCTORS IN CHRIST, INC.