

P94000051284

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BER(S), (if known):

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend + Petate
9-27-99
RBS*

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 1999

JAMES B. BERTLES, ESQ.
SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FL 33401

SUBJECT: BENAIM, INCORPORATED
Ref. Number: P94000051284

RECEIVED
SEP 16 1999

To Charlotte Darling -
Pls ~~send~~ see me.
Then send directly to
Robin de Monaco, w/
cc to me.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for BENAIM, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly. *Incorrect. Per conversation of 9/17/99. Article can be deleted.*

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature. *See attached*

The date of adoption of each amendment must be included in the document. *See items 1 + 2*

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. *See item 2*

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 399A00044964

DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BENAIM, INCORPORATED**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, Benaim, Incorporated, a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated April 22, 1999.

2. The Amended and Restated Articles of Incorporation set forth herein were approved by the sole shareholder of the outstanding shares of common stock of the Corporation on April 22, 1999.

3. The Articles of Incorporation in effect as of this date are amended as set forth herein in the following respects:

A. Article I concerning the name of the Corporation is amended in certain respects.

B. Article II concerning the nature of business is amended in certain respects and the article number is changed.

C. Article III concerning shares is amended in certain respects and the article number is changed.

D. Article IV concerning the registered agent and address is amended in certain respects and the article number is changed.

E. Article V concerning term of existence is amended in certain respects and the article number is changed.

F. Article VI concerning officers and directors is deleted.

G. Article VII regarding the Incorporator is deleted.

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4. There are no discrepancies between the provisions of the Articles of Incorporation in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments and considerations.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of Benaim, Incorporated, a Florida corporation, are hereby amended and restated as follows:

ARTICLE I

NAME

The name of the corporation is ***Benaim, Incorporated.***

ARTICLE II

DURATION

The corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

BUSINESS AND MAILING ADDRESSES

The principal place of business of this corporation shall be:

7340 S. W. 56th Street
Miami, Florida 33156

The mailing address of this corporation shall be:

Monroe N. Benaim, M.D.
c/o Robin DeMonaco
102 Coastal Way
Jupiter, Florida 33477

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value per share common stock.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 102 Coastal Way, Jupiter, Florida 33477, and the name of the registered agent of this Corporation at the address is Monroe N. Benaim.

ARTICLE VII

POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VIII

INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities

incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE X

BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

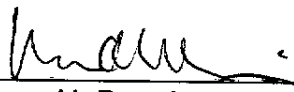
IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation as of the 22nd day of April 1999.


Rivian E. Benaim, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Benaim, Incorporated, a Florida corporation (the "Corporation"), in the foregoing Amended and Restated Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Monroe N. Benaim

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