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KUPERSTEIN

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8/03/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

PHONE: (305)372-5000

FAX #: (305)372-0052

NAME: RONALD F. DE MEO, M.D., P.A.

AUDIT NUMBER.....H98000014347

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DIVISION OF CORPORATIONS

*Amended & Restated
Articles w/ Name
Change*

08-31-98

DC



Akerman, Senterfitt & Eidson, P.A.
One Southeast Third Avenue, 28th Floor
Miami, Florida 33131-1704
Tel: (305) 374-5600
Fax: (305) 374-5095

FAX NUMBER: (850) 922-4000

PLEASE DELIVER THE ACCOMPANYING TELECOPIED MATERIAL TO:
NAME: Darlene Connell
PHONE: (850) 488-9000
DATE OF THIS TRANSMITTAL: August 31, 1998
City, State: Tallahassee, FL

SENDER'S NAME: Beverly Riedy

Comments from Sender:

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8/31

AUG-31-88 11:14 FROM-AKERMAN SENTERFITT & EIDSON

T-317 P.02/07 F-939

GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
ATTORNEYS AT LAW

STANLEY H. KUPERSTEIN

August 31, 1998

Darlene Connell
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Ronald F. DeMeo, M.D., P.A.
Ref: P95000019886

Dear Ms. Connell:

Pursuant to your letter to us of August 4, 1998, a copy of which is attached, enclosed is the corrected document with respect to the above-captioned.

Should you have any questions, please call me at (305) 374-5600, x4217.

Sincerely,



Beverly O. Riedy
Legal Assistant

enclosures

MIAMI OFFICE
1425 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131
DADE (305) 372-5000
FACSIMILE (305) 372-0052

BROWARD OFFICE
3109 STIRLING ROAD, SUITE 101
FT. LAUDERDALE, FLORIDA 33312
(954) 986-9490
FACSIMILE (954) 989-8068

PLEASE REPLY TO MIAMI

AUG-31-98 11:14

FROM-AKERMAN SENTERFITT & EIDSON

T-317 P.03/07 F-939



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1998

RONALD F. DE MEO, M.D., P.A.
P.O. BOX 21026
FT. LAUDERDALE, FL 33335-2146US

SUBJECT: RONALD F. DE MEO, M.D., P.A.
REF: P95000019886

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 current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000014347
Letter Number: 198A00040677

FA# H98-14347

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RONALD F. DEMEO, M.D., P.A.

Pursuant to §607.1007 of the Florida Statutes, RONALD F. DEMEO, M.D., P.A.,
 a Florida corporation (the "Corporation"), certifies that:

- (1) The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on March 10, 1995.
- (2) The Articles of Incorporation of the Corporation are restated as follows:

ARTICLE I
NAME

The name of the Corporation is amended to **MERIDIAN PAIN & DIAGNOSTICS, INC.**

ARTICLE II
DURATION

This Corporation shall continue its existence perpetually.

Stanley H. Kuperstein, Esq.
 GEIGER, KASDIN, HELLER, KUPERSTEIN,
 CHAMES & WEIL, P.A.
 1428 Brickell Avenue, 6th Floor
 Miami, Florida 33131
 Telephone: (305) 372-5000
 Facsimile: (305) 372-0052
 Florida Bar Number: 113612

FILED
 98 AUG 31 PM 2:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

J:\WORK\MANNETTE\CORP\DEMEO\AMDRES INC

FA#: H98-14347

FA#: H98- 14347

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the corporation is: 1435 West 49th Place, Suite 500, Hialeah, Florida 33012.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Registered Office of this Corporation is 10729 S.W. 104th Street, Miami, Florida 33176, and the name of the Registered Agent of this Corporation at that address is Irwin Freund, C.P.A.

**ARTICLE VII
POWERS**

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

J:\WORK\ANNETTE\CORP\DEMEQ\AMDRS.INC

FA#: H98- 14347


FA#: H98-14347

**ARTICLE VIII
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

These Restated Articles of Incorporation were adopted by the Board of Directors of this corporation on this 17 day of July, 1998. The Shareholders unanimously approved this amendment on this 17 day of July, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17 day of July, 1998.




RONALD F. DEMEO, President

FA#: H98-14347

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT MERIDIAN PAIN & DIAGNOSTICS, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED IRWIN
FREUND, C.P.A., LOCATED AT DADE COUNTY, FLORIDA, ITS REGISTERED AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



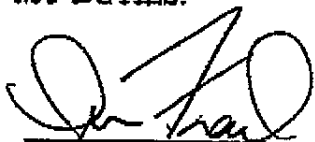
RONALD F. DEMEO, M.D.

President _____
TITLE

7/17/98

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.



IRWIN FREUND, C.P.A.