

V54884

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September 13, 2002

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

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-09/16/02-01063-026
*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation of Southeastern
Clinical Services, P.A.
Effective Date: Date of Filing

Dear Sir or Madam:

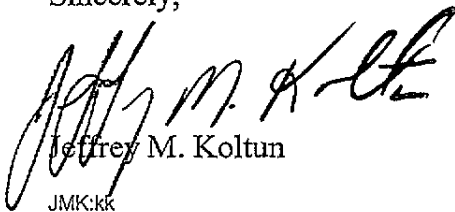
In connection with the amendment and restatement of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. Two signed originals of Amended and Restated Articles of Incorporation of Southeastern Clinical Services, P.A.
2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Amended and Restated Articles of Incorporation on the additional signed copy and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,



Jeffrey M. Koltun

JMK:kk
Enclosures
cc: John F. Byrnes, Jr., PA-C

Amended & Restated art. & N/C

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DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHEASTERN CLINICAL SERVICES, P.A.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of SOUTHEASTERN CLINICAL SERVICES, P.A.

Section 1 – Name and Background

SOUTHEASTERN CLINICAL SERVICES, P.A. is a professional service corporation organized and existing under the Professional Service Corporation and Limited Liability Company Act, under document number V54884, filed in the office of the Secretary of State on July 30, 1992.

Section 2 – Certification

Pursuant to Section 607.1007(4) *Florida Statutes*, Southeastern Clinical Services, P.A. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated September 10, 2002, the Board of Directors recommended and all of the Shareholders unanimously approved, the following amendment and restatement of the Articles of Incorporation of Southeastern Clinical Services, P.A.:

ARTICLE I - NAME

The name of the corporation shall be Southeastern Clinical Services, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be engaged in under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000), of which One Thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of voting common stock, and Nine Thousand (9,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of voting and non-voting common stock, are as follows:

Holders of voting common stock of the Corporation shall be entitled to one (1) vote for each share of voting common stock standing in his, her or its name at any and all meetings of the shareholders of the Corporation. Holders of non-voting common stock shall not be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights and features with respect to the shares of non-voting common stock shall be identical in all respects to those of the shares of voting common stock.

ARTICLE V - REGISTERED OFFICE AND AGENT, AND CORPORATE ADDRESS

The street address of the registered agent of the corporation is as follows:

1303 North Orange Avenue
Orlando, Florida 32804

The name of the registered agent of the corporation is:

John F. Byrnes, Jr.

The street address of the corporate offices shall be:

1303 North Orange Avenue
Orlando, Florida 32804

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The corporation shall have directors as determined and elected in accordance with the Bylaws. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - NO PRE-EMPTIVE RIGHTS

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

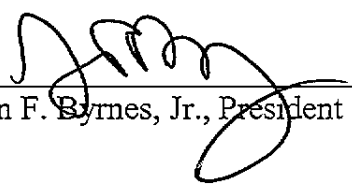
ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

Section 3 – Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of Southeastern Clinical Services, P.A. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Secretary of State of the State of Florida.

Dated September 10, 2002.



John F. Byrnes, Jr., President

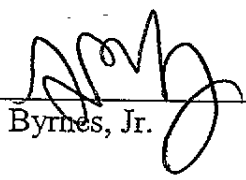
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DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized 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 Southeastern Clinical Services, Inc.
2. The name and address of the registered agent and office is John F. Byrnes, Jr., 1303 North Orange Avenue, Orlando, Florida 32804.

DATED September 10, 2002.

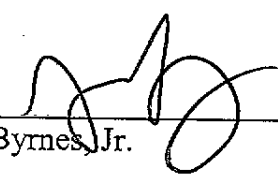


John F. Byrnes, Jr.

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated 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.

DATED September 10, 2002.



John F. Byrnes, Jr.