

193984

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUNCOAST MEDICAL CLINIC, INC., a Florida corporation, 193984

INTO

PHYCOR OF ST. PETERSBURG, INC., a Tennessee corporation,  
F97000000802

File date: February 28, 1997

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES  
CORPORATION  
COMPANY

# 193984

ACCOUNT NO. : 072100000032

REFERENCE : 270321 132254A

AUTHORIZATION : Patricia Pzyto

COST LIMIT : \$ 96.25

ORDER DATE : February 24, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 270321-015

CUSTOMER NO: 132254A

600002100256 -- 7

CUSTOMER: Sue Thomas, Legal Asst  
Bronstein Carlson Gleim &  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME: SUNCOAST MEDICAL CLINIC, P.A.

FILE FIRST

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

AMEN/Restarted  
w/ N/C 2/27/97  
DL

FILED  
97 FEB 27 PM 3:18  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

SUNCOAST MEDICAL CLINIC, P.A.

The undersigned corporation, in accordance with the Florida Business Corporation Act, the Florida Professional Service Corporation Act and its Bylaws, hereby amends its Articles of Incorporation in its entirety and hereby adopts the following Amended Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Suncoast Medical Clinic, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

FILED  
97 FEB 27 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

### REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are Michael Rohr, 601 Seventh Street South, St. Petersburg, FL 33701.

## ARTICLE VI

### BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

## ARTICLE VII

### AMENDMENT

This 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 shareholders is subject to this reservation.

## ARTICLE VIII

### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws

is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

The Amended Articles of Incorporation have been adopted by unanimous Written Action in Lieu of a Special Meeting of the Board of Directors and Shareholders of the Corporation dated Feb. 6, 1997, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 6<sup>th</sup> day of FEB., 1997.

SUNCOAST MEDICAL CLINIC, P.A.

(CORPORATE SEAL)

By: 

Steven R. Cohen, President

118528