

411192

(Requestor's Name)

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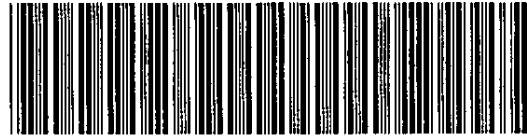
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG - 6 PM 3:41

Restated

AUG - 8 2012
T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MEDICAL DIAGNOSTIC SERVICES, INC.

DOCUMENT NUMBER: 411192

The enclosed *Articles of Restatement* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gary H. Baker, Esq.

Name of Contact Person

Gary H. Baker, P.A.

Firm/ Company

2963 Gulf to Bay Blvd., Suite 100

Address

Clearwater, FL 33759

City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary H. Baker

Name of Contact Person

at (727) 793-0066

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2012

GARY H BAKER, P.A.
2963 GULF TO BAY BLVD STE 100
CLEARWATER, FL 33759

SUBJECT: MEDICAL DIAGNOSTIC SERVICES INC
Ref. Number: 411192

We have received your document for MEDICAL DIAGNOSTIC SERVICES INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

The date of adoption of each amendment must be included in the document.

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) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 012A00019577

**RESTATED ARTICLES OF INCORPORATION
OF
MEDICAL DIAGNOSTIC SERVICES, INC.**

(Corporation Document Number 411192)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG -6 PM 3:41

MEDICAL DIAGNOSTIC SERVICES, INC. (the "**Corporation**"), a corporation organized and existing under the Business Corporation Act of Florida, does hereby certify:

I. Pursuant to the provisions of Section 607.1007, Florida Statutes, the Corporation hereby adopts these Restated Articles of Incorporation (the "**Restated Articles**") which accurately restate and the Articles of Incorporation filed on October 19, 1972, and all amendments thereto.

II. The original Articles of Incorporation are hereby replaced and superseded by the Restated Articles, which are as follows:

**ARTICLE I
NAME**

The name of the Corporation is **MEDICAL DIAGNOSTIC SERVICES, INC.** (the "**Corporation**").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 3429 Stearns Road, Valrico, Florida 33596.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 3429 Stearns Road, Valrico, Florida 33596, in the County of Hillsborough. The name of the registered agent is F. Paul Butler.

**ARTICLE IV
CORPORATE PURPOSES AND POWERS**

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida (the "**Act**"). In furtherance of its corporation purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Act.

ARTICLE V
CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is One Thousand Six Hundred (1,600), of a par value of \$10.00 per share, of which 400 are issued and outstanding as of the date of adoption of these Restated Articles.

ARTICLE VI
BOARD OF DIRECTORS

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the shareholders in the By-Laws of the Corporation.

2. The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director.

3. If any vacancy occurs on the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

ARTICLE VII
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII
LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision, act or failure to act, regarding corporate management or policy, by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment to or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X
AFFILIATED TRANSACTIONS

The Corporation shall not be governed by Section 607.0901, Florida Statutes.

The Restated Articles and each of the amendments contained herein were duly adopted by the shareholders of the Corporation on July 18, 2012. The number of votes cast for the Restated Articles and for each of the amendments contained herein by the shareholders was sufficient for approval.

Dated: July 18, 2012

Signature



F. Paul Butler
President and Director