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JOEL REINSTEIN

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June 25, 1997

AIRBORNE

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Larry Rosenbaum, M.D., P.A.

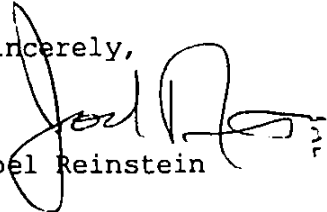
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Dear Sir or Madam:

Enclosed for filing are the Articles of Restatement to the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$35.00, representing your filing fee. Please return a filed copy in the self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,


Joel Reinstein

JR/wsm
Enclosures-check
cc: Larry Rosenbaum, M.D.
Mr. Jack Fox
Ms. Carole Pulichino
Alan Rothberg, CPA

StateRestate.ltr

Rest/NC
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ARTICLES OF RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
LARRY ROSENBAUM, M.D., P.A.

FILED
97 JUN 26 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Pursuant to Section 607.1007, Florida Statutes, this corporation amends and restates in their entirety it's Articles of Incorporation to read as follows:

ARTICLE I
NAME

The name of this corporation shall be:

LARRY ROSENBAUM, M.D., INC.

ARTICLE II
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is:

**3201 North 74th Avenue
Hollywood, FL 33024**

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue six thousand (6,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE V
VOTING BY DIRECTORS

In accordance with Florida Statute Section 607.0804, Larry Rosenbaum, M.D. shall have two votes as a Director. All other Directors of the Corporation shall have one vote.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

3201 North 74th Avenue
Hollywood FL 33024

The registered agent is:


LARRY ROSENBAUM, M.D.

SECOND: The date of the adoption of these Articles of Amendment and Restatement was June 24, 1997.

THIRD: The foregoing Amendment and Restatement was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 24th day of June, 1997.

LARRY ROSENBAUM, M.D., P. A.


By: Larry Rosenbaum, M.D.
Its: President