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Henderson, Frank

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CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494
NAME: INTERNAL MEDICINE ASSOCIATES OF LEE COUNTY,
AUDIT NUMBER.....H98000018420
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Amended & Restated
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTERNAL MEDICINE ASSOCIATES OF LEE COUNTY, M.D., P.A.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its shareholders and board of directors, hereby adopts the following Amended and Restated Articles of Incorporation of INTERNAL MEDICINE ASSOCIATES OF LEE COUNTY, M.D., P.A.:

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, and each of whom are licensed or otherwise legally authorized to render the professional services herein described, hereby associate themselves together to form INTERNAL MEDICINE ASSOCIATES OF LEE COUNTY, M.D., P.A., a professional service corporation under Chapter 621 of the Laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is INTERNAL MEDICINE ASSOCIATES OF LEE COUNTY, M.D., P.A.. The principal business address of the corporation is 2675 Winkler Avenue, Suite 300, Fort Myers, Florida 33901.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in each and every aspect of the general practice of internal medicine, but only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services; and engage in any and every other activity permitted from time to time for a corporation so formed to engage in.

ARTICLE III. CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock of the same class each having a par value of One Dollar (\$1.00). The stockholders shall have no preemptive rights

Prepared by: Guy E. Whitesman, Esquire
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with respect to the stock of the corporation, and the corporation may issue and sell its stock from time to time without first offering such shares to the then stockholders.

ARTICLE IV. TERM OF EXISTENCE

This corporation was incorporated on August 26, 1975, and shall have perpetual existence thereafter.

ARTICLE V. DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws but shall never be less than one (1).

ARTICLE VI. REGISTERED AGENT AND OFFICE

The name of the registered agent of the corporation at its registered office and the street address of its registered office is as follows:

<u>Name</u>	<u>Address</u>
STEPHEN R. ZELLNER, M.D.	2675 Winkler Avenue, Suite 300 Fort Myers, Florida 33901

ARTICLE VII. SUBSCRIBER

The name and address of the person signing these Amended and Restated Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
STEPHEN R. ZELLNER, M.D.	2675 Winkler Avenue, Suite 300 Fort Myers, Florida 33901

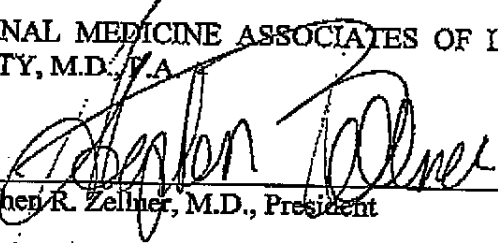
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The foregoing Amended and Restated Articles of Incorporation restate and integrate or amend in accordance with Section 607.1006 the provisions of the corporation's Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the amended and restated Articles of Incorporation.

Dated: September 14, 1998

INTERNAL MEDICINE ASSOCIATES OF LEE
COUNTY, M.D., P.A.

By: 

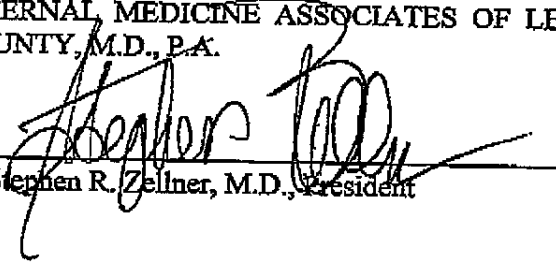
Stephen R. Zellner, M.D., President

CERTIFICATE OF OFFICER

The undersigned officer of INTERNAL MEDICINE ASSOCIATES OF LEE COUNTY, M.D., P.A., certifies:

The foregoing Amended and Restated Articles of Incorporation of INTERNAL MEDICINE ASSOCIATES OF LEE COUNTY, M.D., P.A. were unanimously consented to in writing by the directors and shareholders entitled to vote with respect to the subject matter of said amendment and restatement on the 14th day of September, 1998.

INTERNAL MEDICINE ASSOCIATES OF LEE
COUNTY, M.D., P.A.

By: 

Stephen R. Zellner, M.D., President

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