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103 N. MERIDIAN STREET, LOWER LEVEL
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*****43.75 *****43.75

REF. #: 0163.8247

CORP. NAME: Henry Hyatt, M.D., P.A.

( ) ARTICLES OF INCORPORATION
(X) ARTICLES OF AMENDMENT
( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT
( ) TRADEMARK/SERVICE MARK
( ) FICTITIOUS NAME
( ) FOREIGN QUALIFICATION
( ) LIMITED PARTNERSHIP
( ) LIMITED LIABILITY
( ) REINSTATEMENT
( ) MERGER
( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION
( ) UCC-1
( ) UCC-3
( ) OTHER:

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DIVISION OF CORPORATIONS
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STATE FEES PREPAID WITH CHECK# 5866 **FOR $** 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

C. COULLIETTE SEP 14 1999

COST LIMIT: $

PLEASE RETURN:

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( ) CERTIFICATE OF GOOD STANDING
(X) PLAIN STAMPED COPY
(X) CERTIFICATE OF STATUS

Examiner's Initials

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HENRY HYATT, M.D., P.A.

HENRY HYATT, M.D., P.A., a corporation for profit duly organized and existing under Chapter 621 of the laws of the State of Florida, hereby certifies that the following Amended and Restated Articles of Incorporation were adopted by all of its Shareholders (which vote was sufficient for approval) and Board of Directors pursuant to that certain written consent in lieu of a special joint meeting dated September 1, 1999.

ARTICLE I

Name

The name of this Corporation is **HYATT & PANIELLO, M.D.'S, P.A.** The street address and mailing address of the Corporation is 13801 Bruce B. Downs Blvd., #201, Tampa, Florida 33613-3937.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

The general nature of the business to be transacted by this Corporation is to engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, but such professional service shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to perform said services.

ARTICLE IV

Powers

This Corporation shall have the power:

(a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 5,000 shares of $1.00 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of this Corporation.

ARTICLE VII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

WHEREUPON, this 1st day of September, 1999, this Corporation has caused its duly authorized officer to execute these Amended and Restated Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended and restated accordingly.

Henry Hyatt, MD

HENRY HYATT, ~~M.D.~~, President

1766-001-668894