

516470

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Richard M. Nazareth, M.D.
P.A.

File First *

Signature

Requested by: LS

Name

6/9/99

Date

8:53

Time

Walk-In

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Amended &
Restated &

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

☒ Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
JUN -9 PM 12:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
JUN -9 AM 10:08
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

6/9/99

**ARTICLES OF AMENDMENT AND RESTATED
ARTICLES OF INCORPORATION
OF**

RICHARD M. NAZARETH, M.D., P.A.

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, Richard M. Nazareth, M.D., P.A. adopts the following Articles of Amendment and Restated Articles of Incorporation:

1. The name of the corporation is NAZARETH MEDICAL GROUP, INC. (the "Corporation"), and the Corporation was formed under the name RICHARD M. NAZARETH, M.D., P.A.
2. The original Articles of Incorporation for the Corporation were filed on October 14, 1976, effective October 15, 1976.
3. By written consent dated May 28, 1999 executed by all of the shareholders and all of the directors of the corporation pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the Directors and Shareholders have agreed that the Articles of Incorporation of the Corporation be amended and restated in their entirety as stated below. The number of votes cast for the amendment by the shareholders was sufficient for approval.
4. This amendment and restatement contains amendments requiring shareholder approval and was approved by shareholders owning all of the outstanding common stock of the Corporation. The Corporation has one class of stock issued and outstanding. This class of stock was the only voting group entitled to vote on the amendment. The number of votes cast for the amendment by this voting group was sufficient for approval by that voting group.
5. The Amended and Restated Articles of Incorporation provide for an increase in the authorized shares of common stock of the Corporation from 500 to 100,000 shares; they do not provide for any exchange, reclassification or cancellation of issued shares.
6. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

Nazareth Medical Group, Inc.

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is:

Nazareth Medical Group, Inc.

The address of the principal office and the mailing address of the Corporation is 106 Boston Ave., Suite 203, Altamonte Springs, FL 32701.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

ARTICLE IV - TERM OF EXISTENCE

The corporate existence shall commence on the date these Articles are filed with the Department of State and shall continue perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 106 Boston Ave., Suite 203,

Altamonte Springs, FL 32701, and the name of the registered agent of this Corporation at that address is Richard M. Nazareth.

ARTICLE VI - DIRECTORS

There shall be one (1) member of the Board of Directors of the Corporation. The number of persons constituting the Board of Directors may be increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy. The name and address of the person who is the sole Director is as follows:

Richard M. Nazareth
106 Boston Ave., Suite 203
Altamonte Springs, FL 32701

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

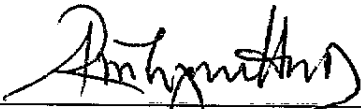
These Articles of Incorporation may be amended in the manner provided by law.

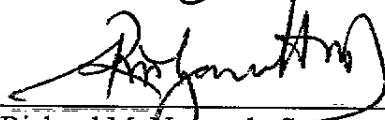
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

The President and Secretary of the corporation have executed these Articles of Amendment and Restated Articles of Incorporation this 31st day of May, 1999, on behalf of the corporation.

NAZARETH MEDICAL GROUP, INC.

By: 
Richard M. Nazareth, President


Richard M. Nazareth, Secretary