

Division of Corporations

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518164

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BASIC AMENDMENT

MEL ABRAMS, M.D., P.A.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$43.75

*Amended & Kept
Name Change
10/31/02*

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEL ABRAMS, M.D., P.A.**

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Mel Abrams, M.D., P.A. (the "Corporation"), a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately restate and integrate the Amended and Restated Articles of Incorporation filed on November 1, 1976 and all amendments thereto that are in effect to date as permitted by Section 607.1007 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the Corporation's Board of Directors and Shareholders dated October 22, 2002.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

1. **Name.** The name of the corporation is **Feminist Planet, Inc.** (the "Corporation").
2. **Corporate Address and Registered Office and Agent.** The mailing address and principal office of the Corporation is 3733 North Goldenrod Road, Apt. 1005, Winter Park, Florida 32792. The address of the Corporation's registered office in the State of Florida is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602. The name of its registered agent at such address is Erin Smith Aebel.
3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.
4. **Authorized Shares.** The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, \$1.00 par value per share.
5. **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 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.
6. **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.

IN WITNESS WHEREOF, the undersigned Secretary has executed these Amended and Restated Articles of Incorporation this 22nd day of October, 2002.


Elizabeth Abrams, Secretary

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CERTIFICATE OF DESIGNATION

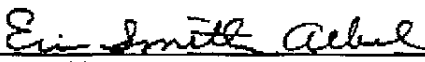
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Feminist Planet, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

Erin Smith Aebel
c/o Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT. =


Erin Smith Aebel
Registered Agent

Dated: October 22, 2002