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BASIC AMENDMENT

BARRY BLACKER, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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April 29, 2002

BARRY BLACKER, M.D., P.A.
5353 1ST AVE
ST PETERSBURG, FL 33707

SUBJECT: BARRY BLACKER, M.D., P.A.
REF: 518924

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000111998
Letter Number: 402A00026124

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
BARRY BLACKER, M.D., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARRY BLACKER, M.D., P.A., a professional corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapters 621 and 607, Florida Statutes, does hereby, by and through the undersigned, its President, certify as follows:

1. The amendments to the existing Articles of Incorporation being effected hereby are those resulting from deleting existing Articles I through XII in their entirety and substituting therefor the provisions set forth below as Articles I through X, the primary purpose of such amendments being to convert the Corporation from a professional corporation to a business corporation.

2. These Articles of Amendment to the Articles of Incorporation of the Corporation were approved and adopted by the sole stockholder of the Corporation (constituting the number of votes sufficient for the approval of such amendments) on April 16, 2002, in accordance with Section 607.1003, Florida Statutes.

3. These Articles of Amendment and Restatement of Articles of Incorporation of the Corporation, incorporating the amendments approved and adopted by the stockholders, were approved and the restatement was adopted by the Board of Directors of the Corporation on April 26, 2002.

The following constitutes the Restated Articles of Incorporation of this Corporation as approved by all stockholders of the Corporation:

**RESTATED ARTICLES OF INCORPORATION
OF
BARRY F. BLACKER, M.D., INC.**

Article I - Name of Corporation

The name of this corporation shall be: **BARRY F. BLACKER, M.D., INC.**

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Article II - Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4100 5th Avenue North
St. Petersburg, Florida

Article III - Business and Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Article IV - Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of stock shall entitle the holder thereof to one (1) vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

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Article V - Existence of Corporation

This corporation shall have perpetual existence.

Article VI - Registered Office and Registered Agent

The registered office of this corporation shall be located at 11274 West Hillsborough Avenue, Tampa, Florida, 33635, and the registered agent of this corporation at such office shall be Maria Sheats. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII- Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1), nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the By-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

Article VIII - By-Laws

(a) The power to adopt the By-laws of this corporation, to alter, amend or repeal the By-laws, or to adopt new By-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended or repealed by the Board of Directors.

(b) The By-laws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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Article IX - Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

Article X - Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

The foregoing Restated Articles of Incorporation restate, integrate and amend, pursuant to the amendments herein, the provisions of this corporation's Articles of Incorporation as currently in effect; and there is no discrepancy between the provisions of this corporation's Articles of Incorporation, as amended hereby, and the provisions of these Restated Articles of Incorporation.

Upon the approval of these Articles of Amendment and Restatement of Articles of Incorporation by the Secretary of State of the State of Florida and the payment of all fees required by the laws of the State of Florida, this corporation's original Articles of Incorporation, as amended hereby, shall be superseded and thenceforth, the Restated Articles of Incorporation as set forth herein shall be the Articles of Incorporation of this corporation.

IN WITNESS WHEREOF, BARRY BLACKER, M.D., P.A. has caused these Articles of Amendment and Restatement of Articles of Incorporation to be executed by its President on this 24 day of April, 2002.

BARRY BLACKER, M.D., P.A.

By: Its: President

RICARDO A. SALAS

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
BARRY F. BLACKER, M.D., INC.**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 26 day of April, 2002.

Maria M. Sheats
MARIA SHEATS

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