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547724

T-508 P.01/07 F-168

8/05/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: SALLEY, FEINBERG & HAMES, P.A.  
CONTACT: MS. ROSE MARIE WALLACE  
PHONE: (407) 426-2360

ACCT#: 072100000223

FAX #: (407) 426-2361

NAME: MED MSI FLORIDA, INC.

AUDIT NUMBER.....H97000012756

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 4

DEL.METHOD.. FAX

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Restated

Art.

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DC

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 5, 1997

**MED MSI FLORIDA, INC.**  
**152 LINCOLN AVE**  
**WINTER PARK, FL 32789**

**SUBJECT: MED MSI FLORIDA, INC.**  
**REF: 547724**

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000012756  
Letter Number: 197A00039690

ARTICLES OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
MED MSI FLORIDA, INC.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of Med MSI Florida, Inc. (the "Corporation") are hereby restated as follows:

**FIRST:** The name of this Corporation is Med MSI Florida, Inc.

**SECOND:** The Articles of Incorporation are restated and amended by deleting the provisions thereof as the same now exists, and by substituting in lieu thereof, the following Articles:

"Article First

The name of the Corporation is Med MSI Florida, Inc.

Article Second

The Corporation shall have perpetual existence.

Article Third

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the Florida Business Corporation Act (the "Act").

Article Fourth

The aggregate number of shares of capital stock that the Corporation will have authority to issue is five hundred (500), all of which will be shares of voting common stock, having a par value of Ten Dollars (\$10.00) per share.

Article Fifth

No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, on any notes, debentures, bonds, or other securities convertible into or carrying warrants, rights, or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds, or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The board of directors may authorize the issuance of, and the

Prepared by: Laurence C. Hamas, Esq.  
PO Box 3829  
Orlando, FL 32801  
(407) 426-2360  
FL Bar # 237914

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Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying warrants, rights, or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

Article Sixth

At all meetings of stockholders, a quorum will be present if the holders of a majority of the shares entitled to vote at the meeting are represented at the meeting in person or by proxy.

Article Seventh

Stockholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

Article Eighth

The board of directors is expressly authorized to alter, amend, or repeal the bylaws of the Corporation or to adopt new bylaws.

Article Ninth

(A) The Corporation will, to the fullest extent permitted by the Act, as the same exists or may hereafter be amended, indemnify any and all persons it has power to indemnify under such law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such law. Such indemnification may be provided pursuant to any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her director or officer capacity and as to action in other capacity while holding such office, will continue as to a person who has ceased to be a director, officer, employee, or agent, and will inure to the benefit of the heirs, executors, and administrators of such a person.

(B) If a claim under the preceding paragraph (A) is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Florida for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the Corporation. Neither the failure of the Corporation (including its board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that

indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Florida nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

#### Article Tenth

To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Tenth shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Tenth.

#### Article Eleventh

The address of the Corporation's registered office is 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801, and the name of its registered agent at that address is Laurence C. Hames, Esq.

#### Article Twelfth

The number of directors constituting the Board of Directors of the Corporation is one (1) and the names and mailing addresses of such persons, who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
William L. Hutton, M.D.	c/o Medsynergies, Inc. 7150 Greenville Ave., Suite 114 Dallas, Texas 75231

Hereafter the number of directors will be determined in accordance with the Bylaws of the Corporation."

**THIRD:** The foregoing restatement of the Articles of Incorporation was adopted by joint written consent of the Board of Directors and shareholders of the Corporation, in lieu of a special meeting, executed by shareholders holding a sufficient number of votes to cause approval of the foregoing restatement and by all of the Directors of said Corporation on July 23, 1997.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Restatement to be executed and attested by its duly authorized officer this 23rd day of July, 1997.

Med MSI Florida, Inc.

By:   
William L. Hutton, M.D., President

Fax Audit #H97000012756

AUG 06 '97 00:07 FROM:

T-509 P.07/07 F-166  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Med MSI Florida, Inc.. (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated Laurence C. Hames. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 390 N. Orange Avenue, Suite 2500, Orlando, FL 32801.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of August, 1997.

  
\_\_\_\_\_  
Laurence C. Hames

Fax Audit #97000012756