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CAPITAL CONNECTION, INC.

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Larach Williamson + Ferraro

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ARTICLES OF RESTATEMENT
TO
THE ARTICLES OF INCORPORATION
OF
LARACH, WILLIAMSON & FERRARA, INC.

FILED
03 JUN 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Restatement to its Articles of Incorporation, pursuant to which it is converting from a general business corporation under Chapter 607 of the Florida Statutes to a professional service corporation under Chapter 621 of the Florida Statutes:

Article I. - Name

The name of the corporation is LARACH, WILLIAMSON & FERRARA, INC. (hereinafter referred to as the "Corporation").

Article II - Amendments to Articles of Incorporation

The restatement of the Articles of Incorporation of the Corporation contains amendments to the Articles of Incorporation requiring shareholder approval.

Article III - Adoption and Text of Articles of Restatement to the Articles of Incorporation

All of the directors of the Corporation approved a resolution approving the Articles of Restatement of the Articles of Incorporation by written consent dated the 18 day of JUNE, 20 03, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved a resolution approving the Articles of Restatement of the Articles of Incorporation by written consent dated the 18 day of JUNE, 20 03, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution approving the restatement of the Articles of Incorporation:

RESOLVED, that the Articles of Incorporation of the Corporation be restated in their entirety to read as follows:

"ARTICLE I - NAME

The name of the Corporation is WILLIAMSON, FERRARA & GALLAGHER, M.D., P.A.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

3.1 The general nature and purposes of business to be transacted, promoted and conducted by the Corporation are as follows:

3.1.1 To engage in every aspect in the practice of medicine, including expressly the specialization of colon-rectal surgery, as are engaged in by medical practitioners.

3.1.2 To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

3.1.3 To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments permitted by law.

3.1.4 To engage in no other business other than the rendering of the professional services specified herein.

3.1.5 To do everything necessary and proper to accomplish the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

4.1 The aggregate number of shares which the Corporation has authority to issue is Ten Thousand (10,000) shares, all of which shall be common shares with par value of one dollar (\$1.00).

4.2 Shares and stock certificates shall be issued only to medical practitioners in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

ARTICLE V - REGISTERED AND PRINCIPAL OFFICES

5.1 The street address of the initial registered office of the Corporation is 110 West Underwood Street, Orlando, Florida 32806, and the name of the initial registered agent at that address is PAUL R. WILLIAMSON, M.D. The Board of Directors from time to time may designate a new registered agent.

5.2 The street address of the principal office of the Corporation is 110 West Underwood Street, Orlando, Florida 32806. The Board of Directors from time to time may move the registered office to any other address in Florida.

ARTICLE VI - INCORPORATOR

6.1 The name and address of the Incorporators of the Corporation were: DON C. ROBERTSON, M.D., 61 W. Columbia Street, Orlando, Florida 32806 and SERGIO W. LARACH, M.D., 61 W. Columbia Street, Orlando, Florida 32806.

ARTICLE VII - INDEMNIFICATION

The Corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its bylaws, by agreement, or by majority vote of either its stockholders or disinterested directors, present or former stockholders, directors and/or officers, agents, and/or employees of the Corporation.

ARTICLE VIII - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of the Corporation should become legally disqualified to render the professional services for which the Corporation is organized, or accepts employment which places restrictions or limitations on his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation, upon such disqualification of any stockholder, shall forthwith purchase such stockholder's shares and pay him/her all amounts owing and lawfully due to him/her by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE IX - AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation."

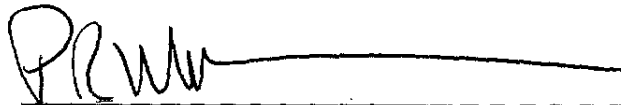
Article IV - Effective Date of Restatement

The effective date of the restatement of the Articles of

Incorporation of the Corporation set forth herein shall be as of
the 20 day of JUNE, 20 03.

Dated this 18 day of JUNE, 20 03.

LARACH, WILLIAMSON & FERRARA, INC.

A handwritten signature in dark ink, appearing to read 'PRW', followed by a horizontal line.

PAUL R. WILLIAMSON, M.D.
President