583971

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 928740 4326591

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : August 14, 1998

ORDER TIME : 3:16 PM

ORDER NO. : 928740-005

CUSTOMER NO: 4326591

CUSTOMER: E. Jackson Boggs, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

FILED
98 AUG 14 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

400002616874--6

NAME: ROBERT MOZINGO, M.D., P.A.

EFFICTIVE DATE:

_____ ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION + N/C

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

JW 8/17

RECEIVED
98 AUG 14 PM 4:
DIVISION OF CORPORA

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98 AUG 14 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

OF

ROBERT MOZINGO, M.D., P.A.

WHEREAS, the Articles of Incorporation of ROBERT MOZINGO, M.D., P.A., were filed with and approved by the Secretary of State of Florida on the 28th day of August, 1978, effective August 21, 1978; and

WHEREAS, it is the intention of the Board of Directors and sole stockholder, comprising the only voting group of stockholders, of ROBERT MOZINGO, M.D., P.A., that the Articles of Incorporation of corporation be amended and restated in their entirety to convert the corporation to a general corporation as described in Chapter 607, Florida Statutes, rather than a professional service corporation as described in Chapter 621, Florida Statutes; and

WHEREAS, the proposed Restated Articles of Incorporation of ROBERT MOZINGO, M.D., P.A. amends original Articles I, II and III; adds a new Article IV; amends old Articles IV, V and VI and also renumbers them to Articles V, VI and VII; deletes original Article VII and adds new Article VIII; and finally renumbers old Article VIII to Article IX; and

WHEREAS, the proposed Restated Articles of Incorporation of ROBERT MOZINGO, M.D., P.A., hereinafter set forth was approved by the Board of Directors and sole stockholder, comprising the only voting group of stockholders, of ROBERT MOZINGO, M.D., P.A., pursuant to the provisions of Florida Statutes, Sections 607.0821, 607.0704, 607.1003, and 607.1007 on the 7th day of August. 1998; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed restatement hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of ROBERT MOZINGO, M.D., P.A., are hereby amended and restated by deleting in their entirety the present Articles of Incorporation and by substituting therefor the following, to wit:

"ARTICLE I

Name and Address

The name of this corporation shall be:

MOZINGO, INC.

The address of this corporation shall be 1305 Lakeland Hills Boulevard, Suite 101, Lakeland, Florida 33805, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or director or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,000 shares having a par value of $1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor of services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be 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.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is E. JACKSON BOGGS. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Board of Directors

The number of directors constituting the Board of Directors shall be two (2), and the names and addresses of the persons who are to serve as the members thereof are as follows:

Name	Address
Madelynne M. Mozingo	1305 Lakeland Hills Boulevard Suite 101 Lakeland, Florida 33805
Catherine S. Strollo	1305 Lakeland Hills Boulevard Suite 101 Lakeland, Florida 33805

ARTICLE VIII

Officers

The name and address of the officer of this corporation who, subject to these Articles and the bylaws of this corporation and the laws of the State of Florida, shall hold office until his resignation or until his successors have been duly elected and qualified is:

Name	Office	Address
Madelynne M. Mozingo	President	1305 Lakeland Hills Blvd. Suite 101 Lakeland, Florida 33801
Catherine S. Strollo	Secretary and Treasurer	1305 Lakeland Hills Blvd. Suite 101 Lakeland, Florida 33801

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision 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."

IN WITNESS WHEREOF, this Restated Articles of Incorporation is hereby executed on behalf of ROBERT MOZINGO, M.D., P.A., by its President and Secretary this 7th day of August, 1998.

ROBERT MOZINGO, M.D., P.A.

By: Madelynne M. Mozingo
Madelynne M. Mozingo,
President

By: Catherine S. Strollo
Catherine S. Strollo,
Secretary

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7 day of August, 1998, by MADELYNNE M. MOZINGO and CATHERINE S. STROLLO, as President and Secretary, respectively, of ROBERT M. MOZINGO, M.D., P.A., a Florida professional service corporation, on behalf of the corporation.

Debra L. Prescott
signature

Notary Public

Debra L. Prescott
print name

My Commission Expires:

Serial Number: STATE OF FLORIDA NOTARY PUBLIC DEBRA L. PRESCOTT My Comm Exp. 3/29/2002 No. CC 728862 [ ] Personally Known [ ] Other I.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ROBERT MOZINGO, M.D., P.A., with its principal place of business at City of Lakeland, County of Polk, State of Florida, has named E. Jackson Boggs, located at 501 East Kennedy Boulevard, Suite 1700, Tampa, County of Hillsborough, State of Florida, as its agent to accept service in process within Florida.

Signature Madelynne M. Mozingo
Madelynne M. Mozingo,
President

Date August 7th, 1998

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in such capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations as provided for in Section 607.0501(3), Florida Statutes.

Signature E. Jackson Boggs
E. Jackson Boggs

(Registered Agent)

Date August 7, 1998

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CERTIFICATE PURSUANT TO SECTION 607.1007(4),
FLORIDA STATUTES

The undersigned does hereby certify this 7th day of August, 1998, that the attached Restated Articles of Incorporation of ROBERT MOZINGO, M.D., P.A. (the "Restatement") contains amendments requiring approval by the sole voting stockholder of the corporation, and that the Board of Directors and the sole voting stockholder of the corporation approved and adopted the Restated Articles of Incorporation by written consent dated August 7, 1998, as provided in Sections 607.0821 and 607.0704, Florida Statutes.

ROBERT MOZINGO, M.D., P.A.

By: Madelynne M. Mozingo
Madelynne M. Mozingo,
President

EJB\1052