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# COR AMND/RESTATE/CORRECT OR O/D RESIGN

SALTZMAN, TANIS, PITTELL, LEVIN & JACOBSON, P.A.

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Amend/Restate
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**SECOND AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**SALTZMAN, TANIS, PITTELL, LEVIN & JACOBSON, P.A.**

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*ITEM 1*

Pursuant to Florida Statute Sections 607.1007, SALTZMAN, TANIS, PITTELL, LEVIN & JACOBSON, P.A. (the "Corporation"), hereby amends and restates the Amended and Restated Articles of Incorporation of the Corporation to read in their entirety as follows:

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this Corporation is SALTZMAN, TANIS, PITTELL, LEVIN & JACOBSON, INC.

**ARTICLE II.**

**BUSINESS OF CORPORATION**

The general nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of a medical practice.

To engage in any activities, purposes and businesses permitted by law.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Second Amended and Restated Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

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## ARTICLE III.

## CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding is One Thousand (1,000) shares common stock having a par value of One ($1.00) Dollar per share.

## ARTICLE IV.

## TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V.

ADDRESS

The street address of the initial principal office and the mailing address of this Corporation is 4620 N. State Road 7, Suite 316. Building H. Lauderdale Lakes, Florida 33319. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent of this Corporation shall be Gerson, Preston, Robinson & Company, P.A. and the address of such registered agent is 666 Seventy-First Street. Miami Beach, Florida 33141.

ARTICLE VII.

DIRECTORS

The number of Directors may be increased or diminished from time to time, by bylaws or second amended and restated bylaws, as may be amended and/or restated from time to time, adopted by the Shareholders, but shall never be less than three (3).

ARTICLE VIII.

INCORPORATOR

The name and addresses of the incorporator is Philip A. Levin, M.D., at 4620 N. State Road 7, Suite 316, Building H, Lauderdale Lakes, Florida 33319.

*ITEM 2*

These Second Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors and the Shareholders of the Corporation on April 21, 2006.

*ITEM 3*

These Second Amended and Restated Articles of Incorporation of the Corporation shall be effective upon their filing with the Florida Department of State and shall supersede the Amended and Restated Articles of Incorporation, dated September 25, 2003.

**IN WITNESS WHEREOF**, the undersigned Chief Executive Officer of the Corporation has executed these Second Amended and Restated Articles of Incorporation on this 21 day of April, 2006.

Philip A. Levin, M.D., Chief Executive Officer
Saltzman, Tanis, Pittell, Levin & Jacobson, P.A.

Acceptance by Registered Agent

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION.

DATED THIS 21 DAY OF APRIL, 2006.

Daniel S. Kushner, Partner
Gerson, Preston, Robinson & Company, P.A.





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## CERTIFICATE

Saltzman, Tanis, Pittell, Levin & Jacobson, P.A., through the action of the undersigned, the Chief Executive Officer of the Corporation, hereby certifies the following:

A. The name of the corporation is Saltzman, Tanis, Pittell, Levin & Jacobson, P.A. (the "Corporation").

B. The Second Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin & Jacobson, P.A. contains amendments to the Corporation's Amended and Restated Articles of Incorporation, dated as of September 25, 2003. Such amendments were unanimously approved and adopted on April 21, 2006 by the Board of Directors of the Corporation and the Shareholders of the Corporation.

C. The text of each Amendment is set forth in Articles I, II, III, IV, V, VI, VII and VIII in the attached Second Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin & Jacobson, P.A.

D. The aforementioned amendments, and the Second Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin & Jacobson, P.A. in its entirety, are effective as of April 21, 2006.

The undersigned, for purposes of certifying the information in the Second Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin & Jacobson, P.A. and for purposes of meeting the requirements of Florida Statutes, Section 607.1007(4), does hereby make and file this certification declaring and certifying that the facts stated herein are true.

Philip A. Levin, M.D., Chief Executive Officer
Saltzman, Tanis, Pittell, Levin & Jacobson, P.A.