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BASIC AMENDMENT

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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

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

ITEM 1

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

ARTICLE I.

NAME OF CORPORATION

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

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 rendering the same professional services to public that a physician and/or osteopathic physician, duly licensed under the laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine or osteopathic medicine, as applicable, therein.

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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 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.

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. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice medicine or osteopathic medicine in the State of Florida.

ARTICLE IV.

TERM OF EXISTENCE

This Corporation is to exist perpetually.

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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, Inc. and the address of such registered agent is 666 Seventy-First Street, Miami Beach, Florida 33141.

ARTICLE VII.**DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by bylaws or amended and restated bylaws, as may be amended and/or restated from time to time, adopted by the Stockholders, 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.

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ARTICLE IX.**SHAREHOLDER VOTING AND QUORUM REQUIREMENTS; SHAREHOLDER
CALLS FOR SPECIAL MEETINGS OF THE SHAREHOLDERS**

Shareholder voting and quorum requirements, including but not limited to electing Directors, shall be as set forth in the bylaws or amended and restated bylaws of the Corporation and/or any shareholders' agreement or amended and restated shareholders' agreement in effect among the Shareholders of the Corporation and the Corporation, as may be amended and/or restated from time to time.

Holders of not less than fifty percent of the issued and outstanding stock of the Corporation may call for the Corporation to hold a special meeting of the Shareholders when such holders sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE X.**BOARD OF DIRECTORS**

The composition of the Board of Directors of the Corporation, the election of directors to elected director positions, and directors' terms of office and manner of selection and removal, shall be set forth in the bylaws or amended and restated bylaws of the Corporation and/or any shareholders' agreement or amended and restated shareholders' agreement in effect among the Shareholders of the Corporation and the Corporation, as may be amended and/or restated from time to time.

ARTICLE XI. SHAREHOLDERS' AGREEMENT

The shareholders of this Corporation shall have the power to enter into a shareholders' agreement or amended and restated shareholders' agreement among the

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shareholders and the Corporation, as may be amended and/or restated from time to time, and include in any such agreement any provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders and any terms permitted by law.

ARTICLE XII.

AMENDMENT

These Amended and Restated Articles of Incorporation may only be amended with the approval of at least 2/3rds (approximately 67%) of the issued and outstanding shares of stock the Corporation.

ITEM 2

These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors and the Shareholders of the Corporation on September 25, 2003.

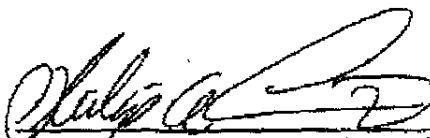
ITEM 3

These 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 original articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of the

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Corporation has executed these Amended and Restated Articles of Incorporation on this 25 day of September, 2003.

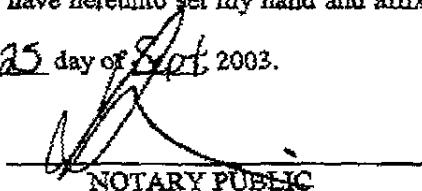


Philip A. Levin, M.D., Chief Executive Officer
Saltzman, Tanis, Pittell, Levin & Jacobson, P.A.

STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)

Before me, a Notary Public authorized in the State of Florida and County set forth above, personally appeared Philip A. Levin, M.D., known to me and known by me to be the person, who, as Chief Executive Officer, executed the foregoing Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin and Jacobson, P.A., a Florida professional corporation, and he acknowledged before me that he executed the same. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of Sept, 2003.


NOTARY PUBLIC

My Commission expires: 6/27/2006

DOREEN M. LEVIN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00113338
EXPIRES 06/27/2006
BONDED THRU 1-655-807-6773

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 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

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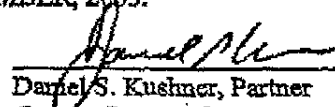
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FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT OF SAID CORPORATION.

DATED THIS 25 DAY OF SEPTEMBER, 2003.


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

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CERTIFICATE

Saltzman, Tanis, Pittell, Levin and 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 and Jacobson, P.A. (the "Corporation").

B. The Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin and Jacobson, P.A. contains amendments to the Corporation's Articles of Incorporation, as amended. Such amendments were unanimously approved and adopted on September 25, 2003 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, VIII, IX, X, XI and XII in the attached Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin and Jacobson, P.A.

D. The aforementioned amendments, and the Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin and Jacobson, P.A. in its entirety, are effective as of September 25, 2003.

The undersigned, for purposes of certifying the information in the Amended and Restated Articles of Incorporation of Saltzman, Tanis, Pittell, Levin and 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, Chief Executive Officer
Saltzman, Tanis, Pittell, Levin & Jacobson, P.A.