

600608

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BASIC AMENDMENT

OB/GYN SPECIALISTS OF THE PALM BEACHES, INC.

Certificate of Status	0
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Corporation Document Number: 600608

**RESTATEMENT OF THE ARTICLES OF INCORPORATION
of
OB/GYN SPECIALISTS OF THE PALM BEACHES, INC.**

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Pursuant to the provisions of section 607.1007 of the Florida Statutes, OB/GYN SPECIALISTS OF THE PALM BEACHES, INC. ("Corporation") hereby restates its Articles of Incorporation, together with amendments thereto adopted pursuant to sections 607.1002 and 607.1003 of the Florida Statutes, as follows:

ARTICLE I - NAME

The name of the Corporation is OB/GYN SPECIALISTS OF THE PALM BEACHES, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of conducting any and all lawful business for which a corporation may be organized under the laws of the United States and Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue One Hundred One Thousand (101,000) shares of common stock, which shares shall consist of two classes:

- (a) One Hundred Thousand (100,000) shares of Class A – Voting Common Stock, with a par value of One Dollar (\$1) per share; and
- (b) One Thousand (1,000) shares of Class B – Non-Voting Common Stock, with a par value of One Dollar (\$1) per share.

Other than voting rights, both classes of common stock shall be identical. No shares shall have preemptive rights. All issued certificates shall bear the legend required by section 607.0625(3) of the Florida Statutes.

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ARTICLE IV - TERM OF EXISTENCE

The Corporation commenced November 27, 1968, the date on which its Articles were filed with the Secretary of State of Florida, and shall continue perpetually unless sooner dissolved according to law.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business is:

1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

ARTICLE VI - REGISTERED AGENT

The name and office address of the Corporation's registered agent is:

John A. Burigo, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

ARTICLE VII - DIRECTORS

The Corporation shall have two (2) classes of directors: Regular Directors and Special Directors.

- A. A Regular Director shall serve a term of one (1) year or until he/she resigns or is removed, as set forth in § 607.0805 of the Florida Statutes. A Regular Director shall have one (1) vote on all matters requiring approval by the Board of Directors. The Corporation shall have one (1) Regular Director, which number may be increased or diminished from time to time by the unanimous vote of the Special Directors, who may decrease the number of Regular Directors to zero (0).

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B. A Special Director shall be a shareholder of the Corporation and shall serve until his/her employment as a physician-employee of the Corporation is terminated, he/she resigns the position of Special Director, or he/she is removed by the unanimous vote of the remaining Special Directors. A Special Director shall have one (1) vote on all matters requiring approval of the Board of Directors, except that he/she shall have five (5) votes on important matters including, but not limited to, the following:

- (i) hiring and firing physician-employees;
- (ii) corporate restructuring, including mergers, share exchanges, dissolution and the sale of substantially all corporate assets;
- (iii) amendment to these Articles of Incorporation;
- (iv) decision regarding a major contract, including an HMO contract, lease, equipment purchase, malpractice insurance, and legal, accounting and bookkeeping arrangements;
- (v) opening and closing of offices; and
- (vi) determination of work schedules for physician-employees of the Corporation.

A Special Director may not serve as a Regular Director during his/her term as Special Director. The corporation shall initially have five (5) Special Directors, which number may be increased by a unanimous vote of the Special Directors, but shall never be less than one (1).

The Corporation's directors are as follows:

Regular Directors

Steven Fern, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

Special Directors

John A. Burigo, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

Robert C. Gordon, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

Debra Jones, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

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Ronald Koch, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

Sharon Ross, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

ARTICLE VIII – OFFICERS

The Corporation's officers, who shall serve until their successors are duly elected and qualified, are as follows:

President: Ronald Koch, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

Vice President: John A. Burigo, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

Secretary and Treasurer: Sharon Ross, MD
1515 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended upon a majority vote of the Corporation's holders of common shares issued and outstanding. Notwithstanding the provisions of section 607.1003(6) of the Florida Statutes, these Articles of Incorporation may not be amended without approval of the Board of Directors.

These Restated Articles of Incorporation, and all amendments thereto, were approved and adopted by unanimous vote of the shareholders and the directors on December 6, 2001. These Restated Articles of Incorporation supersede the original

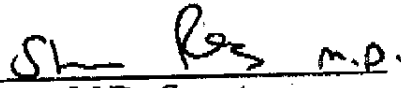
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articles of incorporation and all amendments thereto. They are effective on the day filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have set their hands and seals to the Articles of Incorporation on this 12th day of December, 2001.


Ronald B. Koch, M.D., President

Attested by:


Sharon Ross, M.D., Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me, this 12th day of December, 2001, by Ronald B. Koch, M.D., who is known personally to me or who has produced a driver's license as identification.


Notary Public

My Commission Expires:



Denise A. Roser
MY COMMISSION # CC967260 EXPIRES
October 30, 2004
BONDED THRU TFCY FARM INSURANCE, INC.