

Division of Corporations

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601297

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BASIC AMENDMENT

ASSOCIATES IN ORTHOPEDICS, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 1999

ASSOCIATES IN ORTHOPEDICS, M.D., P.A.
4033 OLIVE AVENUE
SARASOTA, FL 34231US

SUBJECT: ASSOCIATES IN ORTHOPEDICS, M.D., P.A.
REF: 601297

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE WORD INITIAL SHOULD BE TAKEN OUT OF ARTICLE V WHEN DESCRIBING THE REGISTERED OFFICE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Corporate Specialist

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ARTICLES OF RESTATEMENT
OF
ASSOCIATES IN ORTHOPEDICS, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Restatement are executed by the undersigned for the purpose of restating the Articles of Incorporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607.1007 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be ASSOCIATES IN ORTHOPEDICS, INC. The principal business address of the corporation is 4602 Trails Drive, Sarasota, Florida 34232.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles of Restatement and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be six thousand (6,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED AGENT & OFFICE.

The name of the registered agent of the corporation at its registered office, and the street address of its registered office, is as follows:

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NameAddress

GREGORY T. WROBEL

4602 Trails Drive
Sarasota, Florida 34232ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director, and the name and address of the Director is as follows:

NameAddress

GREGORY T. WROBEL

4602 Trails Drive
Sarasota, Florida 34232ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

The foregoing Articles of Restatement were adopted by the unanimous approval of all Directors and Shareholders of this Corporation entitled to vote thereon on the 10 day of November, 1999.

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IN WITNESS WHEREOF, the undersigned Director and President of this Corporation has executed these Articles of Restatement on the 10 day of November, 1999.



GREGORY T. WROBEL, Director and President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



GREGORY T. WROBEL, Registered Agent