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FLORIDA EMERGENCY PHYSICIANS KANG & ASSOCIATES, M.D.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA EMERGENCY PHYSICIANS KANG & ASSOCIATES, M.D., P.A.**

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation, effective November 1, 2014.

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Florida Emergency Physicians Kang & Associates, M.D., Inc.

**ARTICLE II - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Six Hundred Thousand (600,000) shares, of which Three Hundred Thousand (300,000) shares having a par value of One Hundred Dollars (\$100.00) per share shall be shares of Class A voting common stock and Three Hundred Thousand (300,000) shares having a par value of One Hundred Dollars (\$100.00) per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his or her name at any and all

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meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of the ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by each of them.

#### ARTICLE IV - BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than five (5) or more than fifteen (15).

#### ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority as of this 4<sup>th</sup> day of October, 2014.

FLORIDA EMERGENCY PHYSICIANS KANG  
& ASSOCIATES, M.D., P.A.

By: \_\_\_\_\_

Jorge Lopez-Ferrer, M.D., President

(CORPORATE SEAL)

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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA EMERGENCY PHYSICIANS KANG & ASSOCIATES, M.D., P.A.**

I, JORGE LOPEZ-FERRER, M.D., being the duly elected President of FLORIDA EMERGENCY PHYSICIANS KANG & ASSOCIATES, M.D., P.A., a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 4<sup>th</sup> day of October, 2014.

**FLORIDA EMERGENCY PHYSICIANS KANG  
& ASSOCIATES, M.D., P.A.**

By:   
Jorge Lopez-Ferrer, M.D., President

(CORPORATE SEAL)

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