

601983

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August 3, 2001

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

100004519891--7
-08/06/01--01117--022
*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation of Robert L.
Ferdinand, D.M.D., And James V. Ferdinand, D.M.D., P.A.
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment and restatement of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. Two signed originals of Amended and Restated Articles of Incorporation of Robert L. Ferdinand, D.M.D., And James V. Ferdinand, D.M.D., P.A.
2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Amended and Restated Articles of Incorporation on the additional signed copy and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,

Jeffrey M. Koltun

JMK:kk
Enclosures

cc: Robert L. Ferdinand, D.M.D.

FILED
01 AUG -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated + N/C

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

ROBERT L. FERDINAND, D.M.D., AND JAMES V. FERDINAND, D.M.D., P.A.

FILED
01 AUG -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of ROBERT L. FERDINAND, D.M.D., AND JAMES V. FERDINAND, D.M.D., P.A.

Section 1 – Name and Background

ROBERT L. FERDINAND, D.M.D., AND JAMES V. FERDINAND, D.M.D., P.A. is a corporation organized and existing under the Professional Service Corporation and Limited Liability Company Act, under document number 601983, filed in the office of the Secretary of State on March 5, 1970.

Section 2 – Certification

Pursuant to Section 607.1007(4) *Florida Statutes*, Robert L. Ferdinand, D.M.D., And James V. Ferdinand, D.M.D., P.A. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated August 1st, 2001, the Board of Directors recommended and all of the Shareholders unanimously approved, the following amendment and restatement of the Articles of Incorporation of Robert L. Ferdinand, D.M.D., And James V. Ferdinand, D.M.D., P.A.:

ARTICLE I - NAME

The name of the corporation shall be RJM of Central Florida, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be engaged in under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - REGISTERED OFFICE AND AGENT, AND CORPORATE ADDRESS

The street address of the registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100
Maitland, Florida 32751

The name of the registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

12202 Park Avenue
Windermere, Florida 34786

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The corporation shall have directors as determined and elected in accordance with the bylaws. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

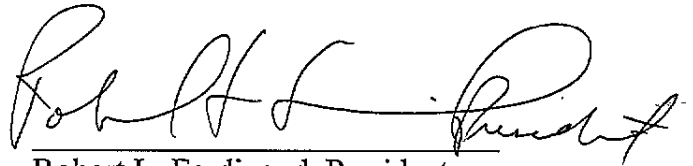
ARTICLE XI - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

Section 3 – Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of Robert L. Ferdinand, D.M.D., And James V. Ferdinand, D.M.D., P.A. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Secretary of State of the State of Florida.

Dated August 1, 2001.



Robert L. Ferdinand, President

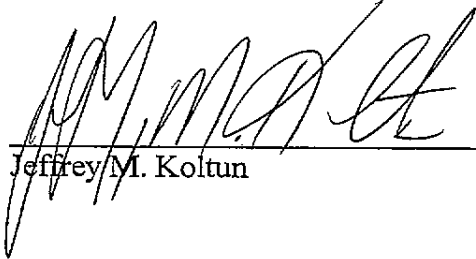
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is RJM of Central Florida, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

DATED August 1, 2001.



Jeffrey M. Koltun

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED August 1, 2001.



Jeffrey M. Koltun