

603332

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 4/4/97



CERTIFIED COPY

PHOTO COPY

FILING

Amend. & Restat.

1.) St. Petersburg Medical Clinic, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
(CORPORATE NAME & DOCUMENT #)

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10.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
97 APR -7 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Restat
PKR-7
4-7

RECEIVED
97 APR -4 AM 10:40
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

CORPORATE ACCESS INC.

TALLAHASSEE, FL 32301

SUBJECT: ST. PETERSBURG MEDICAL CLINIC, INC.
Ref. Number: 603332

Corrected
4/7/97
(Signature)

We have received your document for ST. PETERSBURG MEDICAL CLINIC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00017079

RECEIVED
97 APR - 7 AM 9: 58
DIVISION OF CORPORATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

ST. PETERSBURG MEDICAL CLINIC, INC.

FILED
97 APR -7 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its bylaws, hereby amends its Articles of Incorporation in its entirety and hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the of the corporation is St. Petersburg Medical Clinic, Inc. (the "Corporation").

**ARTICLE II
ADDRESS**

The address of the principal office of the Corporation is 30 Burton Hills Boulevard, Suite 400, Nashville, Tennessee 37215.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, \$.01 par value.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The address of the registered office of the Corporation in Florida is 1201 Hays Street, Tallahassee, Florida 32301. The Corporation's registered agent at the registered office is Corporation Service Company

**ARTICLE V
DIRECTORS**

The names and addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph C. Hutts	30 Burton Hills Boulevard Suite 400 Nashville, TN 37215
Derril W. Reeves	30 Burton Hills Boulevard Suite 400 Nashville, TN 37215
Thompson S. Dent	30 Burton Hills Boulevard Suite 400 Nashville, TN 37215
Richard D. Wright	30 Burton Hills Boulevard Suite 400 Nashville, TN 37215

**ARTICLE VI
DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, and (iii) under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of the foregoing by the shareholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an "indemnitee"). The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation shall not indemnify any such indemnitee (1) in any proceeding by the Corporation against such indemnitee; (2) in the event the board of directors determines that indemnification is not available under the circumstances because the officer or director has not met the standard of conduct set forth in the Florida Business Corporation Act; or (3) if a judgment or other final adjudication adverse to the indemnitee establishes his liability (i) for any breach of the duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under the Florida Business Corporation Act.

This Amendment and Restatement has been adopted by Written Consent Action of the Board of Directors of the Corporation on the 1st day of March, 1997 and does not contain an amendment requiring shareholder approval under the Florida Business Corporation Act.


IN WITNESS WHEREOF, this Amendment and Restatement has been signed by the President and executed and acknowledged by the ~~Assistant~~ Secretary to be filed with the Department of State of the State of Florida in the manner required by the Florida Business Corporation Act.

DATED this 31 day of March, 1997.

ST. PETERSBURG MEDICAL CLINIC, INC. ~~SECRET~~



President



~~Assistant~~ Secretary

**CERTIFICATE OF DESIGNATION OF
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: St. Petersburg Medical Clinic, Inc.

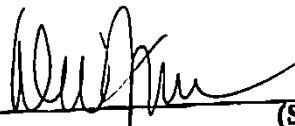
2. The name and address of the registered agent and office is:

Corporation Service Company
(NAME)

1201 Hayes Street
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 32301
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated 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.


(SIGNATURE)

D.W. Junker Authorized Representative

April 4, 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314