

Division of Corporations

621604

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

JOSEPH M. UNANUE, JR., M.D., P.A.

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Amended &
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002/008
Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 18, 2005

JOSEPH M. UNANUE, JR., M.D., P.A.
PO BOX 490919
LEESBURG, FL 34749

SUBJECT: JOSEPH M. UNANUE, JR., M.D., P.A.
REF: 621604

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Darlene Connell
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOSEPH M. UNANUE, JR., M.D., P.A.

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Pursuant to the provisions of Florida Statutes, Section 607.1107, JOSEPH M. UNANUE, JR., M.D., P.A., a corporation organized and existing under the laws of the State of Florida under Articles filed in the Office of the Florida Department of State on May 1, 1979, has adopted the following Amendment and Restatement of its Articles of Incorporation and hereby certifies as follows:

The text of the Amendment and Restatement of its Articles of Incorporation adopted by the corporation is as follows:

ARTICLE I
Corporation Name

The name and address of this corporation is: UNANUE ENTERPRISES, INC., 1020 North Blvd. East, Leesburg, FL 34748.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock each with a par value of \$1.00.

William H. Cauthen, Esquire
 Cauthen & Feldman, P.A.
 Attorneys at Law
 215 North Joanna Avenue
 Tavares, FL 32778
 (352)343-2225
 Florida Bar #133488
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ARTICLE IV
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE V
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VI
Term of Existence

This corporation shall exist perpetually.

ARTICLE VII
Directors

A. The business of the corporation shall be managed by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

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C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

The name and address of the sole member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Joseph M. Unanue Jr.	1020 North Blvd. East, Leesburg, FL 34748

ARTICLE VIII
Officers

The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names of the officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:	Joseph M. Unanue Jr.
Secretary:	Joseph M. Unanue Jr.
Treasurer:	Joseph M. Unanue Jr.

ARTICLE IX
Effective Date

The date that corporate existence begun was May 1, 1979. The effective date of these Amended and Restated Articles of Incorporation shall be upon filing with the Department of State.

ARTICLE X
Registered Office and Registered Agent

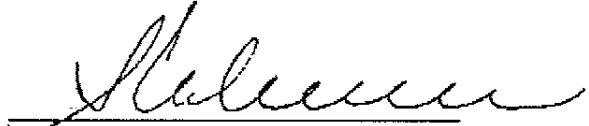
The address of the registered office of this corporation is 1020 North Blvd. East, Leesburg, FL 34748. The name of the Registered Agent of this corporation is JOSEPH M. UNANUE JR. at the above office address.

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ARTICLE XI
Amendment of Articles of Incorporation and Bylaws

The Articles of Incorporation and Bylaws of this corporation may be adopted, amended, or repealed by a majority of the Stockholders.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Directors and Shareholders of this Corporation on February 9, 2005 effective the 9th day of February, 2005, and the number of votes cast for the amendment by the Directors and Shareholders were sufficient for approval.



Joseph M. Unanue Jr., President

ACCEPTANCE

I hereby accept to act as Registered Agent for UNANUE ENTERPRISES, INC., as stated in these Amended and Restated Articles of Incorporation.



Joseph M. Unanue Jr.