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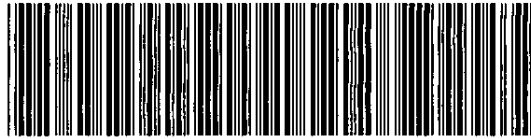
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2009 MAR 26 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restated
Articles
JL

3-27-09



Office of the Vice President and General Counsel

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4387 Fax

Florida Department of the State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Florida Clinical Practice Association, Inc.

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the above-referenced corporation. A check for \$35.00 for the filing fee is also included.

Sincerely,

A handwritten signature in cursive script, appearing to read "Michael W. Ford".

Michael W. Ford
Senior University Counsel

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

FLORIDA CLINICAL PRACTICE ASSOCIATION, INC.

(A not for Profit Corporation)

To: Department of State

Tallahassee, FL 32304

The undersigned, as the Chairman of the Board of Directors and the Secretary, respectively, of Florida Clinical Practice Association, Inc., ("Corporation") a Florida not for profit Corporation organized under Chapter 617 of the Florida Statutes, do hereby certify:

That on July 12, 1976, the original Articles of Incorporation for the Corporation were filed with Florida Secretary of State; and

That on December 30, 1983, an Amendment to the Articles of Incorporation was filed with the Florida Secretary of State; and

That on December 9, 1987, a Second Amendment to the Articles of Corporation was filed with the Florida Secretary of State; and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That on April 30, 2002, the Directors of the Corporation voted to amend and restate in their entirety the Articles of Incorporation of the Corporation; and

That on November 20, 2008, the Directors of the Corporation voted to amend and restate in their entirety the current Amended and Restated Articles of Incorporation of the Corporation as provided in the current Amended and Restated Articles of Incorporation and that such amendment and restatement has been approved by the President of the University of Florida; and

That no members were entitled to vote on such Amendment; and

That any Amendments included in these Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1002, Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation and the Amended and Restated Articles of Incorporation other than the inclusion of these Amendments and the Admissions of matters of historical interest.

NOW THEREFORE, based on the foregoing, it is resolved that the current Articles of Incorporation are hereby

amended and restated in their entirety as follows:

ARTICLE I.

NAME

The name of the corporation shall be: FLORIDA CLINICAL PRACTICE ASSOCIATION, INC. (A Non-Profit Corporation). The principal office and place of business of the corporation shall be University of Florida College of Medicine, Gainesville, Alachua County, Florida.

ARTICLE II.

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 1. Purposes. The corporation is organized and shall be operated exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Medicine, all as determined by The University of Florida Board of Trustees, and it shall be operated for scientific and educational purposes and not for pecuniary profit, for the purpose of promoting research and education; to encourage capable medical doctors, medical educators and scientists to conduct research; to develop new medical and teaching techniques in research and medical treatment; to apply for, receive and disburse funds and grants which are available for medical research

and education; to discover and develop medical research projects and provide the proper staffing and financing for these projects; to publish and otherwise disseminate the results of the medical research undertaken either by the corporation or under its direction; to make financial and other types of contributions and assistance to medical, scientific and educational organizations, including, but not limited to, the granting of loans, scholarships, fellowships or other grants and aids to such individuals or organizations for medical research and education and study as the directors of the corporation may determine.

Section 2. Limitations on Actions. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c) (3) of the

Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). No employee of the corporation shall engage in the practice of medicine. The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

Anything herein contained to the contrary notwithstanding, the corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the Florida State Board of Regents at its September 1983 meeting or as thereafter amended, from time to time.

Section 3. Dissolution. Upon dissolution of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to University of Florida Foundation, Incorporated, provided that it is exempt under Section

501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the College of Medicine, or in the event that such organization is not in existence or the University of Florida Foundation, Incorporated, is not exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors and none of the assets will be distributed to any members, officers or directors of this corporation.

ARTICLE III.

POWERS

The corporation shall have all the powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE IV.

MEMBERSHIP

Section 1. Qualification. All clinical practitioners who serve full-time on the faculty of the University of Florida College of Medicine, the Dean of the College of Medicine, the Senior Vice President for Health Affairs of the University of Florida, the Executive Vice President of the corporation, if one has been selected by the Board of Directors, and each Chair of a clinical department of the College of Medicine shall be members.

Section 2. Admission. Members shall be elected as provided in the Bylaws.

Section 3. Termination. The membership of any member other than the Dean of the College of Medicine, the Senior Vice President for Health Affairs of the University of Florida, or any Chair of a clinical department may be terminated as provided in the Bylaws.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI.
OFFICERS

Section 1. The Board of Directors shall elect officers as described in the Bylaws.

ARTICLE VII.
BOARD OF DIRECTORS

The property, affairs and activities of the Corporation shall be vested in the Board of Directors, who shall be elected as provided in the Bylaws.

ARTICLE VIII.
STOCK AND DIVIDENDS PROHIBITED

The corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the corporation.

ARTICLE IX.
AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors. Any such amendment shall be subject to the approval of the President of the University of Florida.

ARTICLE X.
OFFICE AND REGISTERED AGENT

William W. Tharp, whose office is located at 1329 SW 16th Street, Room 4250, University of Florida, Gainesville, Alachua County, Florida, is designated as the Registered Agent to accept service of process for the corporation within this state, and said Agent's acceptance is endorsed hereon.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation this 8th day of December, 2008.

ML Good, MD
Chairman of the Board
Michael L. Good, M.D.

W. Friedman
Secretary
William A. Friedman, M.D.

STATE OF FLORIDA - COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, Michael L. Good, M.D., to me well known and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledged the said Amended and Restated Articles of Incorporation to be his act and deed as the signer thereof and that the facts therein contained are true.

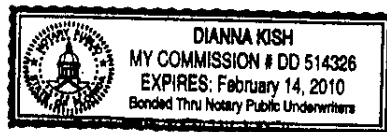
WITNESS my hand and official seal at Gainesville, Alachua County, Florida, this 8th day of December, 2008.



Notary Public
State of Florida

My commission expires:

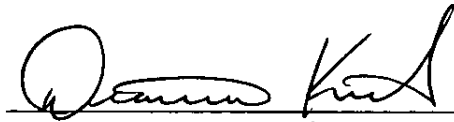
2/14/10



STATE OF FLORIDA - COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, William A. Friedman, M.D., to me well known and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledged the said Articles of Incorporation to be his act and deed as the signer thereof and that the facts therein contained are true.

WITNESS my hand and official seal at Gainesville, Alachua County, Florida, this 8th day of December, 2008.



Notary Public
State of Florida

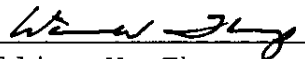
My commission expires:

2/14/10



REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for Florida Clinical Practice Association, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.


William W. Tharp
Registered Agent