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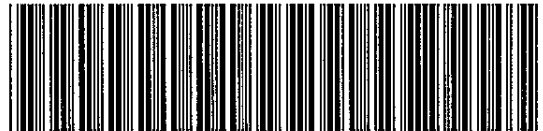
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TALLAHASSEE FLORIDA

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UNIVERSITY OF FLORIDA



Office of the Vice President and General Counsel

Jacksonville Office:

653-1 West 8th Street, LRC-4th Floor
Jacksonville, FL 32209-6511
Telephone: 904-244-3146
Fax: 904-244-3190

Main Office:

123 Tigert Hall
Gainesville, FL 32611-2073
Telephone: 352-392-1358
Fax: 352-392-4387

October 21, 2005

Reply to Jacksonville Office

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

Re: University of Florida Jacksonville Physicians, Inc.
Document #744617

Enclosed herewith for filing are an original and a copy of the Amended and Restated Articles of Incorporation for the University of Florida Jacksonville Physicians, Inc.

A check in the amount of \$43.75 for the filing fee and certified copy is also enclosed. Please return all correspondence concerning this matter to the following:

Lavetta Jones, Executive Assistant
Office of the General Counsel
University of Florida
653-1 West 8th Street, LRC 4th Floor
Jacksonville, FL 32209-6511

For further information concerning this matter, please call Lavetta Jones at (904) 244-2079. Thank you.

Sincerely,

Lavetta Jones

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.
A Not -For-Profit Corporation
(Formerly Jacksonville Faculty Practice Association, Inc.)**

TO: Department of State
Tallahassee, FL 32304

The undersigned, as Chairperson of the Board of Directors and Secretary of **UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.** ("Corporation), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, does hereby certify:

That the original name of the Corporation was University Hospital Academic Fund, Inc. and that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on October 17, 1978; and,

That an Amendment to the Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on August 27, 1987 to change the name of the Corporation to Jacksonville Faculty Practice Association, Inc.; and,

That on October 28, 1992, the Board of Trustees of the Corporation voted to amend and restate in their entirety the then current Articles of Incorporation by a two-thirds (2/3) vote of its members as provided for in Article XI of the then current Articles of Incorporation of the Corporation and on December 15, 1992 Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State; and,

That on September 28, 1994, the Board of Directors of the Corporation voted to amend and restate in their entirety the then current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of the members as provided in Article XI of the then current Articles of Incorporation of the Corporation and on February 23, 1995 the Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State; and'

That on March 29, 1995, the Board of Directors of the Corporation voted to amend and restate in their entirety the then current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of its members as provided in Article XI of the current Articles of Incorporation; and,

That Amended and Restated Articles of Incorporation was filed with the Florida Secretary of State on October 9, 1996 to change the name of the Corporation to the University of Florida Jacksonville Physicians, Inc.; and,

That on August 31, 2005 the Board of Directors of the Corporation voted to amend and restate in its entirety the current Amended and Restated Articles of Incorporation of the Corporation as provided for in Article IX of the then current Articles of Incorporation of the Corporation to obtain compliance with The University of Florida Board of Trustees Internal Operating Memorandum #04-10; and,

That any amendments included in this restatement have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation as previously amended and the provisions of the Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

NOW, THEREFORE, Based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE 1

NAME

The name of the corporation shall be: UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.

ARTICLE 2

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 1. Purposes The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center in the City of Jacksonville, Florida and its associated programs and not for pecuniary profit.

Section 2. Limitations on Actions All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. 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 1954 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its 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.

Notwithstanding anything contained herein to the contrary, 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 rules and policies of The University of Florida Board of Trustees, as amended from time to time.

Section 3. Dissolution Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Jacksonville Healthcare, Inc. provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Medicine, preferably for its medical programs in Jacksonville, Florida, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (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 provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE 3
POWERS

Subject to the limitations set forth in Article 2, 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, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

ARTICLE 4
MEMBERSHIP

The membership of the Corporation shall consist of those individuals designated in the Bylaws.

ARTICLE 5
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the rules and policies of The University of Florida Board of Trustees.

ARTICLE 6
OFFICERS

The officers of the Corporation and the manner of election or appointment thereof is as described in the Bylaws.

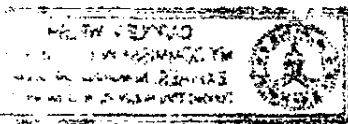
ARTICLE 7
BOARD OF DIRECTORS

The powers of the Corporation will be exercised, its property controlled and its affairs governed by the Board of Directors. Members of the Board of Directors will be elected or appointed as provided in the Bylaws.

ARTICLE 8
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 9
AMENDMENT



Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a majority vote of all members of the Board of Directors present at any regular or at any special meetings called for that purpose, subject to approval by the President of the University of Florida, the Dean of the College of Medicine and the Senior Vice President for Health Affairs.

ARTICLE 10
OFFICE AND RESIDENT AGENT

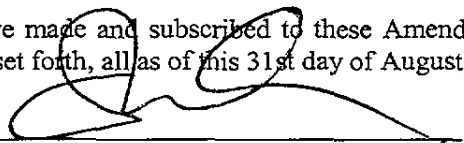
Nancy D. Frashuer, whose office is located at 653 West 8th Street, Jacksonville, Florida, 32209, is designated as the Resident Agent to accept service of process for the Corporation within this state, and the Agent's acceptance is endorsed hereon.

ARTICLE 11
USE OF UNIVERSITY NAME OR RESOURCES

The President of the University of Florida shall at all times retain control over the use of the University of Florida name and resources to ensure that the Corporation's activities are consistent with and supportive of the missions of the University of Florida and applicable state and federal laws and rules.

* * *

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 31st day of August, 2005.

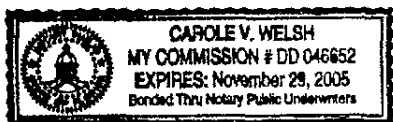
By: 
Guy Benrubi, M.D.
Chairperson/President, Board of Directors

Attest: Martin Northup
Martin Northup, M.D.
Secretary

(Corporate Seal)

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

Sworn to and subscribed by Guy Benrubi, M.D., as Chairperson/President of the Board of Directors and Martin Northup, M.D., as Secretary, who personally appeared before me this 1 day of Sept., 2005 and who acknowledged before me that they are parties to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledged these Amended and Restated Articles of Incorporation to be their act and deed as the signers thereof, respectively, and that the facts therein contained are true.



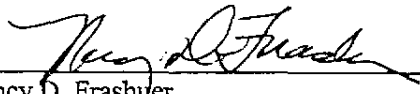
Notary Carole V. Welsh
CAROLE V. WELSH
(Printed/Typed Name of Notary)

Comm No. 11/29/05 Expires:

Personally Known ✓ /ID Produced

RESIDENT AGENT'S ACCEPTANCE

Having been named to accept service of process for University of Florida Jacksonville Physicians, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree 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.



Nancy D. Frashyer
Resident Agent