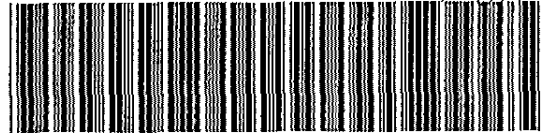


760534

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Gastroenterologic Society, Inc. 760534
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- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
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Examiner's Initials

**AMENDED AND RESTATED
ARTICLE S OF INCORPORATION
Of
THE FLORIDA GASTROENTEROLOGIC SOCIETY, INC.**

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following amended and restated articles of incorporation.

FIRST: Amendment adopted.

The Articles of Incorporation are deleted in their entirety and replaced by the following:

FIRST: The name of the corporation ("Corporation") shall be the Florida Gastroenterologic Society, Inc.

The principal place of business of this corporation shall be 537-B Burlington Street, Opa-Locka, County of Dade, Florida 33054.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same be amended pursuant to the provisions of the Florida Not for Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which a corporation may be incorporated under the Florida Not for Profit Corporation Act, are as follows:

The purposes for which the Corporation is organized and operated shall be to operate solely for charitable, scientific and educational purposes solely within the exemption provided for by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(6), and any amendments thereto, namely:

- A. To promote the study of gastroenterology and to seek to advance the specialty within the State of Florida.
- B. To conduct cultural, educational, and social activities that will best carry out its purpose.
- C. To strive for the elevation of the character and protection of the proper rights and interests of those engaged in the practice of medicine as gastroenterologists.
- D. To serve as a medium of communication between the members of the organization.
- E. To elevate the standards of training and education in gastroenterology in Florida.

- F. To provide a means through which the members may cooperate with other professional and civic groups concerned with the health of gastroenterology patients.
- G. To have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation, the Corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall any part of the net earnings of the Corporation inure to the benefit of any member, officer, director or individual, nor shall it engage in any transaction which would cause it to be denied the status of an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code of the United States, as the same may be hereafter amended.

FOURTH: In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets remaining to such charitable, educational, or scientific organizations as shall from time to time qualify as exempt organizations pursuant to Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, as the same may be hereafter amended.

FIFTH: The address of the initial registered office of the Corporation in the State of Florida is 1000 Riverside Avenue, Suite 115, Jacksonville, County of Duval, Florida 32204; and the name of the initial registered agent of the Corporation at such address is Christopher L. Nuland.

SIXTH: The standards for eligibility of members shall be contained in the Bylaws of the Corporation, which shall be drafted so as to ensure the competency and integrity of the Society's members.

SEVENTH: The manner in which the directors of the Corporation shall be elected shall be contained in the Bylaws of the Corporation.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to such person's action in such person's official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the undersigned hereby accepts its appointment as the registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

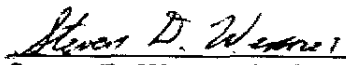


Christopher L. Nuland

SECOND: The date of adoption of the amendment was September 4, 2004.

THIRD: The amended and restated were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, I have executed these this 4th day of September , 2004.



Steven D. Wexner, M.D.
President