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ALAN S GASSMAN PA

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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: ALAN S GASSMAN
PHONE: (813)442-1200
(813)443-5829

FAX #:

NAME: FRANKLIN MEDICAL CENTER, P.A.

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*Amended & Restated
Articles w/ NAME Change*

8/25/98

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FRANKLIN MEDICAL CENTER, P.A.**

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The undersigned, ALAN S. GASSMAN, as Assistant Vice President of FRANKLIN MEDICAL CENTER, P.A., a Florida Professional Association, does hereby subscribe to these Amended and Restated Articles of Incorporation which will be effective upon the filing of this document with the Secretary of the State of Florida.

All amendments included herein were adopted pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote.

This Amendment has been adopted effective August 24, 1998.

Effective upon such filing, the following shall constitute the sole Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation shall be FRANKLIN PROFESSIONAL ENTERPRISES, INC.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(813) 442-1200
Florida Bar #: 371750

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ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in that State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

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Audit Fax #: H98000015751**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV - CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of \$500.00.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VI - TERM OF EXISTENCE

This Corporation is to exist perpetually.

**ARTICLE VII - ADDRESS OF REGISTERED
OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the registered office of this Corporation in the State of Florida is 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

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The Registered Agent is designated as Alan S. Gassman, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX - DIRECTORS

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

Mark S. Franklin
10225 Ulmerton Road
Building 1A
Largo, FL 34641-3519

The above named Director shall hold office until successors are elected.

ARTICLE X - SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: Alan S. Gassman, Esquire, 1245 Court Street, Suite 102, Clearwater, Florida 33756.

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business.

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he served as such at the request of the Corporation, shall be indemnified by the

Alan S. Gassman, Esquire
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Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

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ARTICLE XIV - DATE OF INCEPTION

The date of corporate existence began on October 1, 1981, and this Amended and Restated document shall take effect upon filing with the Secretary of the State of Florida. The date of adoption of these Amended and Restated Articles of Incorporation is August 24, 1998.

ARTICLE XV - PRINCIPAL ADDRESS

The principal address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the Corporation is 10225 Ulmerton Road, Building 1A, Largo, FL 34641-3519.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of August, 1998.



ALAN S. GASSMAN
Assistant Vice President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ON THIS 24th day of August, 1998, before me Eileen Hirsch (name of notary) the undersigned notary, personally appeared Alan S. Gassman as Assistant Vice President of FRANKLIN MEDICAL CENTER, P.A., known to me, or who produced _____ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

Alan S. Gassman, Esquire
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IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Ellen M. Tichio

Notary Public

My Commission Expires:



Alan S. Gassman, Esquire
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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VI of these Articles of Incorporation, the undersigned Sole Incorporator/ Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



ALAN S. GASSMAN, ESQUIRE

J:\FRANKLIN\CORP\AMEND\ART
:cmt 8-21-98

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