



F47237

ACCOUNT NO. : 072100000032

REFERENCE : 210659 4303929

AUTHORIZATION :

COST LIMIT :

Patricia Pizjuts
\$ 87.50

ORDER DATE : January 6, 1997

ORDER TIME : 9:05 AM

ORDER NO. : 210659-010

000002046580--3

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: J.A. RODRIGUEZ, M.D., P.A.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

AM/Rest Inc
RC
1/16/97

FILED
97 JAN -6 11:11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -6 AM 9:51
DIVISION OF CORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
J. A. RODRIGUEZ, M.D., P.A.**

The Articles of Incorporation of J. A. RODRIGUEZ, M.D., P.A., a Florida corporation (the "Corporation"), which were filed on October 1, 1981, be and hereby are amended and restated in their entirety in the following manner:

**ARTICLE I
NAME**

The name of the corporation is GR-JAR, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 2601 South Bayshore Drive, Suite 1215, Coconut Grove, Florida 33133.

**ARTICLE III
DURATION OF CORPORATE EXISTENCE**

The corporation shall exist perpetually.

**ARTICLE IV
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

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97 JAN -6 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer or director of the corporation.

The undersigned hereby certifies that the foregoing amendment and restatement of the articles of incorporation of the corporation was duly approved and adopted on January 2, 1997 by written consent executed by all of the corporation's shareholders and directors in accordance with the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2nd day of January, 1997.

J. A. RODRIGUEZ, M.D., P.A., a Florida corporation

By: _____

Name: J.A. Rodriguez, M.D.

Title: President