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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4000

*Attn: Darlene Connell
Please refer to our letter
dated 9/30/99*

From:

Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7888
Fax Number : (904) 359-7712

7736

BASIC AMENDMENT

SOUTHERN PROFESSIONAL HEALTH SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amended & Restated

10-01-99

DC

RECEIVED
99 SEP 30 PM 3:56
DIVISION OF CORPORATIONS

99 SEP 30 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SOUTHERN PROFESSIONAL HEALTH SERVICES, INC.**

FILED
99 SEP 30 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. The name of the Corporation is Southern Professional Health Services, Inc.

B. Amendments to the Articles of Incorporation were adopted on August 30, 1999, by the sole Shareholder of the Corporation, to amend the Articles of Incorporation in their entirety to delete historical references, to change the registered agent and office of the Corporation, and to change the number and manner of election of the Board of Directors of the Corporation, so that after amendment, the Articles of Incorporation shall read as follows:

**Article I
Name**

The name of the Corporation is Southern Professional Health Services, Inc.

**Article II
Principal Office**

The address of the Corporation's principal office is 655 West 8th Street, Jacksonville, Florida 32209.

**Article III
Registered Agent**

The street address of the registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its registered agent at such address is Smith Hulsey & Busey.

**Article IV
Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is fifty (50) shares of common stock with no par value per share.

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**Article V
Manner of Election of Directors**

The Corporation shall be managed by or under the direction of the Board of Directors, which shall consist of at least three (3) members, who shall be elected by the Shareholders of the Corporation as provided in the Bylaws of the Corporation. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws.

**Article VI
Amendment**

The Shareholders of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

**Article VII
Indemnification**

Directors and officers of the Corporation shall, and officers, employees, attorneys and agents may, be indemnified to the fullest extent permitted by Florida law.

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The sole Shareholder of the Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the sole Shareholder entitled to vote.

IN WITNESS WHEREOF, Southern Professional Health Services, Inc. has caused these Articles of Amendment to be signed in its name by its Treasurer and Assistant Secretary this 13th day of September, 1999.

**SOUTHERN PROFESSIONAL HEALTH
SERVICES, INC.**

By: _____

Marcus E. Drewa
Treasurer and Assistant Secretary

281932.1

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, Southern Professional Health Services, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Southern Professional Health Services, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III
Harry M. Wilson, III
Vice-President

Date: September 16, 1999

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