

12/31/2012 09:57

Division of Corporations

F54014

(FAX)

P.001/005

<https://efile.sunbiz.org/scripts/efilcovr.e>

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000305524 3)))



H120003055243ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
PMC HOMESTEAD, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

DEC 31 2012

T. LEWIS

RECEIVED

12 DEC 31 AM 8:03

FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2012 DEC 31 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Astant NC

H12000305524 3

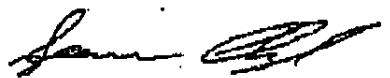
FILED
2012 DEC 31 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PMC HOMESTEAD, P.A.**

The undersigned, being the President of PMC HOMESTEAD, P.A., a Florida professional services corporation (the "Corporation"), hereby certifies on behalf of the Corporation as follows:

- (a) The name of the Corporation is PMC Homestead, P.A.. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Florida was November 5, 1981, under Document Number F54014
- (b) The Corporation is hereby amending and restating its Articles of Incorporation, as amended, as set forth in the Amended and Restated Articles of Incorporation of PMC HOMESTEAD CORP., attached hereto as ANNEX A (the "Restated Articles").
- (c) The Restated Articles contains amendments to the Articles of Incorporation requiring shareholder approval. The Restated Articles were adopted by a majority of the of shareholders of the Corporation entitled to vote on such amendment on December 28, 2012.
- (d) The number of votes cast for said amendment and restatement by the shareholders was sufficient for approval thereof.
- (e) The Corporation no longer desires to be a professional services corporation governed by Chapter 621 of the Florida Statutes, and is filing the Restated Articles under, and elects to be governed by, Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, this Certificate has been duly executed by the President of the Corporation as of the 28th day of December, 2012.


By: Spencer Angel, President

H12000305524 3

H12000305524 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PMC HOMESTEAD CORP.**

ARTICLE I - NAME

The name of this Corporation is PMC HOMESTEAD CORP.

ARTICLE II - PURPOSE

The purpose for which this Corporation is formed is to engage in providing medical services and any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act"). The Corporation is no longer governed by the Florida Professional Services Corporation Act (Chapter 621 of the Florida Statutes) and shall be governed under the Act.

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PRINCIPAL OFFICE ADDRESS

The address of the principal office and the mailing address of the office of the Corporation is c/o Spencer Angel, Cyrus Capital Management, 80 S.W. 8th Street, 20th Floor, Miami, Florida 33130.

ARTICLE V - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,000 shares of Common Stock with a par value of \$1.00 per share.

ARTICLE VI - REGISTERED AGENT AND OFFICE

The street address of the Company's registered agent and office is c/o Cyrus Capital Management, 80 S.W. 8th Street, 20th Floor, Miami, Florida 33130, and the name of its initial registered agent at such office is Spencer Angel.

ARTICLE VII - DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws,

H12000305524 3

H12000305524 3

who will serve as the Corporation's director until successors are duly elected and qualified. The names and addresses of the directors are as follows:

Spencer Angel - 80 SW 8th Street, Ste 2000, Miami, Florida 33130

Michael Cavanaugh - 3054 Shipping Avenue, Coconut Grove, Florida 33133

ARTICLE VIII - INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

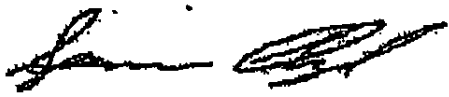
The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

[the remainder of this page was intentionally left blank; signature page follows]

H12000305524 3

H12000305524 3

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated
Articles of Incorporation as of the 28th day of December 2012.


By: _____
Name: Spencer Angel
Title: President

H12000305524 3