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Page 1 of 1

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TALLAHASSEE, FLORIDA

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DEC 26 2012

T. LEWIS

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
MIAMI EYE CENTER, INC.

FILED
2012 DEC 26 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of MIAMI EYE CENTER, INC., a Florida corporation ("Corporation"), filed with the Secretary of State on July 22, 1983, Document Number G50932, be, and they are hereby amended in its entirety, pursuant to Section 607.1001 and Section 607.1002, *Florida Statutes*, to read as follows:

ARTICLE I - NAME

The name of this corporation is

INVIGA SURGERY & HEALTH CENTER, INC.

ARTICLE II - NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of managing and providing support services to entities who are rendering ambulatory surgery services as a limited liability company to the public that any physician duly licensed under Chapter 460, 458, 459, 461 and 457, *Florida Statutes*, and the laws of the State of Florida, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed to perform those services under the laws of the State of Florida.

B. To buy, sell, deal in and exchange shares of its own capital stock, and issue any of its capital stock to anyone within the State of Florida. No stockholder of this corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting right and power of any or all of his stock.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At the option of the corporation, to purchase and acquire the shares owned and held by any shareholder who is deceased in accordance with the bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the corporation is not impaired.

E. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of management services.

The foregoing paragraphs shall be construed as enumerating both powers and purposes of the corporation; and is hereby expressly provided that the foregoing enumeration of specific purposes or powers of the corporation shall not be held to limit or restrict in any manner the purposes and powers of the corporation otherwise permitted by law and includes the purposes and powers to manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles of property of all kinds and render services of all kinds and to engage in any legal and lawful act or activity for which corporations maybe organized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock, having a nominal or par value of \$0.01 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually and shall commence existence upon the date of filing of these Articles of Incorporation with the Secretary of State of Florida and acknowledgment hereof as provided by Section 607.0203, *Florida Statutes*.

ARTICLE V - PRINCIPAL ADDRESS OF REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the corporation is 619 NW 12th Avenue, Miami, Florida 33136-3689, and the street address of the Registered Agent's office of this corporation is 7305 Vistalmar Street, Coral Gables, Florida 33143. The name of the registered agent of this corporation at that address is Dennis Nobbe.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed by the board of directors. The number of directors may be increased or diminished from time to time by bylaws as adopted by the shareholders, but shall never be less than one (1). This corporation shall have one (1) director.

ARTICLE IX- INDEMNIFICATION

Each Director and Officer, in consideration of his/her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned; or by any reason of any act or omission to act as such director or officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any director or officer may be entitled as a matter of law.

ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XI - STOCK RESTRICTIONS

None of the capital stock of this corporation shall be issued to any person who is not residing in the State of Florida; nor may any shareholder of this corporation

enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock. Any shareholder of this corporation who after becoming a shareholder within this state and then moves out of the State of Florida, shall become obligated to divest him/herself of such stock in the corporation in the manner provided by the bylaws of this corporation. The shareholders of this corporation shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders or in the event of the death of any of its shareholders. No shareholder of this corporation may sell or transfer his/her shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall be approved at a shareholders' meeting, especially called for such purpose. If any shareholder shall become legally disqualified to reside in the State of Florida, or be elected or appointed to a public office or accept employment that places restrictions or limitations upon his/her to remain eligible as a shareholder, such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Section 607.1003, *Florida Statutes*. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIII - BYLAWS

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

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER OR CONSOLIDATION

Approval of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another entity organized under Chapter 607, *Florida Statutes* to render the services hereunder.

2. The foregoing amendments and restatement of the Articles of

2012-12-26 10:29

Rappel Health Law

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850-617-6381 P 6/6

Fax Audit No. H12000300727

Incorporation were adopted by the Shareholders and Directors of the Corporation on the 16th November, 2012.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 20th day of December, 2012.

3. The number of votes cast for the Amendment and Restatement by the shareholders was sufficient for approval.

MIAMI EYE CENTER, INC.

By: 

Name: Dennis C. Nobbe

Its: President/Secretary

ACKNOWLEDGMENT:

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 21st day of December, 2012, by Dennis Nobbe, President/Secretary Miami Eye Center, Inc. who is personally known to me and who did not take an oath.



Kimberly Ann Rivera
COMMISSION # EE 124580
EXPIRES: AUG. 23, 2015
WWW.AARONNOTARY.COM

By: 

Notary Public

Commission Number: