



THE UNITED STATES  
CORPORATION  
COMPANY

H 31899

ACCOUNT NO. : 072100000032

REFERENCE : 515222 4378683

AUTHORIZATION : *Patricia Piggitt*

COST LIMIT : \$ 35.00

ORDER DATE : September 2, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 515222-005

700002282597--3

CUSTOMER NO: 4378683

CUSTOMER: Edward C. Akel, Esq  
Holbrook Akel Cold Stiefel &  
Suite 2301  
One Independent Drive  
Jacksonville, FL 32202

97 SEP -2 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: NORTH FLORIDA  
ORTHOPAEDICS, SPORTS MEDICINE  
AND REHABILITATION, P.A.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

97 SEP -2 PM 1:03  
RECEIVED

*Root* *MSH* *qz*

CERTIFICATE AS TO  
ARTICLES OF RESTATEMENT OF  
ARTICLES OF INCORPORATION OF  
NORTHEAST FLORIDA ORTHOPAEDICS, SPORTS  
MEDICINE AND REHABILITATION, P.A.

②  
FILED  
97 SEP -2 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate is executed in connection with Articles of Restatement to the Articles of Incorporation of NORTHEAST FLORIDA ORTHOPAEDICS, SPORTS MEDICINE AND REHABILITATION, P.A. to re-state it into a corporation under the name NFOSMR, INC. as follows:

1. The accompanying Articles of Restatement contain amendments to the Articles of Incorporation requiring shareholder approval and such amendments were approved by unanimous vote of all shareholders of this corporation entitled to vote and by the Board of Directors at a joint meeting held on this date.

2. The effective date of this restatement shall be August 30, 1997 12:01 a.m.

NORTHEAST FLORIDA ORTHOPAEDICS,  
SPORTS MEDICINE AND  
REHABILITATION, P.A.

By Allen T. Brillhart  
Allen T. Brillhart, M.D.,  
President

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of August, 1997, by ALLEN T. BRILLHART, M.D., President and Chairman of the Board of Directors of NORTHEAST FLORIDA ORTHOPAEDICS, SPORTS MEDICINE AND REHABILITATION, P.A., a Florida corporation, on behalf of the corporation, ✓ personally known to me;        who has produced a Florida Driver's License as identification and who did take an oath and personally appeared before me.

Edward C. Akel  
Notary Public, State of Florida  
Print Name: EDWARD C. AKEL  
Commission No.: NOTARY PUBLIC, STATE OF FLORIDA  
My Commission expires COMMISSION EXPIRES MAY 10, 2000  
COMMISSION NO CC537664

ARTICLES OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
NFOSMR, INC.  
(formerly known as NORTHEAST FLORIDA ORTHOPAEDICS,  
SPORTS MEDICINE AND REHABILITATION, P.A.)

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97 SEP -2 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President and Chairman of the Board of Directors of this corporation, acting by direction and authorization of the Board of Directors of this corporation, hereby presents these Articles of Restatement of the Articles of Incorporation of this corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: NFOSMR, INC.

ARTICLE II

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

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

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

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

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

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

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 evidences 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 rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares of Common Stock of  
par value of \$1.00 per share.

The shareholders shall have preemptive rights.  
Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV

This corporation is to exist perpetually, and its corporate existence as re-stated shall begin 12:01 a.m. on August 30, 1997.

#### ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

2021 Kingsley Avenue, Suite 101  
Orange Park, Florida 320732

#### ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be one (1).

#### ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
ALLEN T. BRILLHART, M.D.	2021 Kingsley Avenue, Suite 101 Orange Park, Florida 32073

#### ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
ALLEN T. BRILLHART, M.D.	2021 Kingsley Avenue, Suite 101 Orange Park, Florida 32073

#### ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


#### ARTICLE X

The registered office shall be 1 Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is EDWARD C. AKEL.

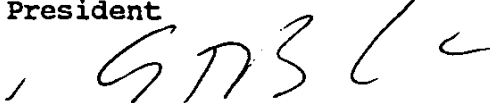
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 30th day of August, 1997.



ALLEN T. BRILLHART, M.D.,  
President



ALLEN T. BRILLHART, M.D., Chairman  
of the Board of Directors

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing Articles of Restatement of Articles of Incorporation were executed and acknowledged before me this 30th day of August, 1997 by ALLEN T. BRILLHART, M.D. as president and Chairman of the Board of Directors of NFOSMR, INC. formerly known as NORTHEAST FLORIDA ORTHOPAEDICS, SPORTS MEDICINE AND REHABILITATION, P.A., on behalf of the corporation, ✓ personally known to me; or \_\_\_\_\_ who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.



NOTARY PUBLIC - STATE OF FLORIDA

Print Name: \_\_\_\_\_


My Commission Expires: \_\_\_\_\_

Commission No.: EDWARD C. AKEL

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 10, 2000  
COMMISSION NO CC537664

ACKNOWLEDGEMENT AND ACCEPTANCE  
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
EDWARD C. AKEL