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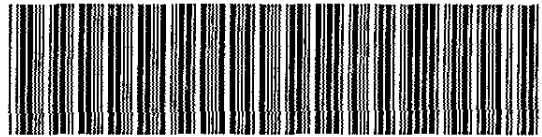
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TALLAHASSEE, FLORIDA

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*Ps 1/5/04*

**HINES, NORMAN, HINES & SULLIVAN, P.L.**

ATTORNEYS AT LAW

JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER H. NORMAN  
JAMES P. HINES, JR.  
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IRENA NJEZIC

315 S. Hyde Park Avenue  
Tampa, Florida 33606  
(813) 251-8659  
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OFFICES IN:  
  
TAMPA  
SUN CITY CENTER  
LAND O'LAKES  
PLANT CITY

December 19, 2003

**VIA FEDEX NO. 8390 5308 1628**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Osteoporosis Center of Tampa, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation of **Osteoporosis Center of Tampa, Inc.** Please file the original Articles of Amendment and date stamp the copy and return it to our office.

Also enclosed is a check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,



Christopher H. Norman

CHN:em  
Enclosures  
Check \$35.00  
cc: Jeffrey L. Miller, M.D. (w/o encls.)

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
OSTEOPOROSIS CENTER OF TAMPA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the right to amend the Articles of Incorporation of OSTEOPOROSIS CENTER OF TAMPA, INC. ("the Corporation") is conferred by the Florida Business Corporation Act, and was reserved by the Corporation pursuant to its Articles of Incorporation filed on April 5, 1985; and

WHEREAS, the Amended and Restated Articles of Incorporation attached hereto have been adopted with the consent of, and approved by, the sole shareholder and sole director of the Corporation.


NOW, THEREFORE, the Articles of Incorporation filed on April 5, 1985, shall be superseded by, and replaced with, the Amended and Restated Articles of Incorporation, which are attached hereto, incorporated by reference, and made a part thereof.

IN WITNESS WHEREOF, the undersigned officer, director, and shareholder of the Corporation has executed these Articles of Amendment to Articles of Incorporation on the date set forth below.

OSTEOPOROSIS CENTER OF TAMPA, INC.

  
Jeffrey L. Miller, M.D.,  
as its President and Secretary

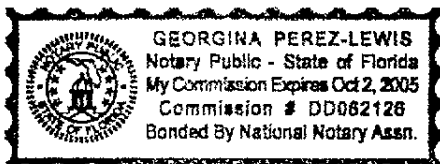
Date: 12/3/03

  
Jeffrey L. Miller, M.D.,  
as its sole Director and sole Shareholder

Date: 1/4/04

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

On this 3 day of December, 2003, before me the undersigned officer, personally appeared, JEFFREY L. MILLER, M.D., as the President, Secretary, sole Director, and sole Shareholder of OSTEOPOROSIS CENTER OF TAMPA, INC., who is personally known to me to be the individual described in, and who acknowledged and executed, the foregoing Articles of Amendment to Articles of Incorporation.



  
Notary Public

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**OSTEOPOROSIS CENTER OF TAMPA, INC.**

I, the undersigned sole shareholder and sole director, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation for the purpose of superseding the original Articles of Incorporation filed on April 5, 1985, and any and all amendments to said original Articles of Incorporation.

**ARTICLE I**

Name

The name of the Corporation shall be: OSTEOPOROSIS CENTER OF TAMPA, P.A.

**ARTICLE II**

Duration and Existence

The existence of the Corporation shall begin upon April 5, 1985, and thereafter the existence of this Corporation shall be perpetual.

**ARTICLE III**

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock then issued shall be paid for and shall be nonassessable.

(b) Each stockholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(c) No stockholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of such stockholder's stock in the Corporation.

## ARTICLE IV

### Registered Office and Agent

The street address of the registered office of the Corporation is 3218 W. Azeele Street, Tampa, FL 33609, and the name of the registered agent of the Corporation at that address is Jeffrey L. Miller, M.D.

## ARTICLE V

### Purposes, Business or Objects

The general nature of business to be transacted by the Corporation, or the objects or purposes of the Corporation, shall be as follows:

- (a) To engage solely and specifically in the business of carrying on the practice of medicine.
- (b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.
- (d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

## ARTICLE VI

### Principal Office

The principal office of the Corporation shall be located at 3218 W. Azeele Street, Tampa, FL 33609, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time.

## ARTICLE VII

### Composition of Board of Directors

There shall be a Board of Directors for the Corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the exact number of the same to be fixed by the stockholders or by the Corporation's Bylaws. Each of the said Directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice law in the State of Florida. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of the

Corporation. Subject to the Bylaws of the Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of the Corporation may remove any Director from office at any time with or without cause.

## ARTICLE VIII

### Board of Directors

The name and street address of the members of the Board of Directors of the Corporation, who, subject to these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and the laws of the State of Florida, shall hold office, for the accounting year of the Corporation that includes the execution date of these Amended and Restated Articles of Incorporation, or until an election is held by the stockholders for the election of Directors, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jeffrey L. Miller, M.D.	3218 W. Azeele Street Tampa, FL 33609

## ARTICLE IX

### Subscriber

The name and address of the subscriber to these Amended and Restated Articles of Incorporation are: Jeffrey L. Miller, M.D., 3218 W. Azeele Street, Tampa, FL 33609.

## ARTICLE X

### Transactions With Entities

No contract or other transaction between the Corporation and any other entity, and no other contract or transaction of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in any other entity, or are directors or officers of any other entities. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact such Director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of the Corporation. Any Director of the Corporation who is also a director or officer of such other entity or a member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if such Director were not such officer or director of such other entity or a member of such other firm, or not so interested.

## ARTICLE XI

### Bylaws

(a) The power to adopt the Bylaws of the Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of the Corporation; provided, however, that any Bylaws or any amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the stockholders. No Bylaw which has been altered, amended or adopted by such vote of the stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such stockholders.

(b) The Bylaws of the Corporation shall be for the governance of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XII

### Amendment of Articles of Incorporation

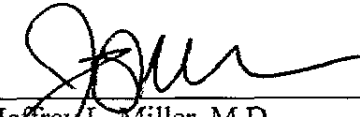
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders of the Corporation are subject to this reservation.

## ARTICLE XIII

### Approval of Articles of Incorporation

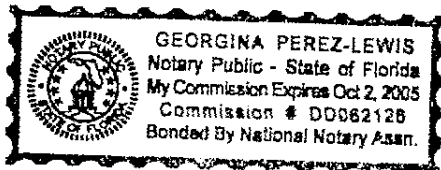
These Amended and Restated Articles of Incorporation were approved by the sole shareholder of the Corporation and by the sole director of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Amended and Restated Articles of Incorporation for the uses and purposes herein stated.

  
\_\_\_\_\_  
Jeffrey L. Miller, M.D.,  
as sole Shareholder and sole Director

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and executed before me this 3 day of December, 2003, by Jeffrey L. Miller, M.D., who is personally known to me.



  
\_\_\_\_\_  
Notary Public



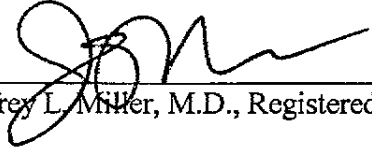
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of the laws of the State of Florida, the following is submitted in compliance therewith.

OSTEOPOROSIS CENTER OF TAMPA, INC., desiring to change its name to OSTEOPOROSIS CENTER OF TAMPA, P.A., and desiring to file the aforesaid Amended and Restated Articles of Incorporation, with its principal office located at 3218 W. Azele Street, Tampa, FL 33609, has named Jeffrey L. Miller, M.D., located at 3218 W. Azele Street, Tampa, FL 33609, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation, at place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of Florida law relative to keeping open the said principal office of said corporation.

  
\_\_\_\_\_  
Jeffrey L. Miller, M.D., Registered Agent