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ORDER DATE : 05/12/97

10:30 AM. ORDER TIME :

ORDER NO.

CUSTOMER NO:

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CUSTOMER:

Hamrick, Perrey, Quidan + Smith, P.A.

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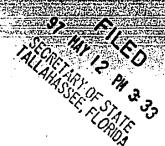
DEPRODUCTION PRODUCTIONS

DEPRODUCTION PRODUCTIONS

DEPRODUCTION PRODUCTION NAME: Peninsula Medical

ARTICLES OF THEORPORATION - RESTATED ARTICLES
CERTIFICATE OF: LIMITED PARTNERSHIP,
PLEASE RETURN THE FOLLOWING AST TROOF OF FILING:
XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING
CONTACT PERSON: Busana M. Romandosa
W.P. Verrye.





Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Restatement of its Articles of Incorporation:

#### I. RESTATEMENT:

#### **ARTICLE I - NAME**

The name of this corporation is Peninsula Medical Associates, P.A.

### **ARTICLE 11 - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 4110 Manatee Avenue West Bradenton, Florida 34209, and the mailing address of this corporation is 4110 Manatee Avenue West Bradenton, Florida 34209.

#### **ARTICLE III - DURATION**

This corporation shall have perpetual existence.

## **ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of engaging in the practice of medicine and transacting any and all lawful business incident thereto.

#### ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 10,000 with a par value of \$1.00 per share. The consideration to be paid for each shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only, issued in two series, "Series A" Common Stock and "Series B" Common Stock. Of the 10,000 authorized and outstanding shares of stock in this corporation, 8,000 shares shall be "Series A" Stock and 2,000 shares shall be "Series B" Stock. "Series A" Stock and "Series B" Stock shall be identical in all respects except that each series, voting as a group, shall have the right pursuant to Section 607.0732 of the Florida Statutes, to have the power to vote, as a group, on certain issues of corporate governance reserved to the shareholders as provided in the Corporation By-Laws.

Each 166-2/3 shares of Common Stock of the corporation outstanding on the date of adoption of this Restatement shall be surrendered and exchanged for 400 shares of Series A Stock and 200 shares of Series B Stock.

# ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is 1401 Manatee Avenue West, Suite 920, Bradenton, Florida 34205 and the name of the registered agent of this corporation at that office is John V. Quinlan.

#### ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of such number of members as shall be fixed by the shareholders in accordance with the By Laws of the Corporation, shall never be less than one. Until changed by the shareholders in accordance with the Corporation's By Laws, there shall be three directors whose names and addresses are:

Marc. S Kallins

4110 Manatee Avenue West

Bradenton, FL 34209

Alexander C. Jungfeis

4110 Manatee Avenue West

Bradenton, FL 34209

Steven Norris

4110 Manatee Avenue West

Bradenton, FL 34209

## **ARTICLE IX - INDEMNIFICATION**

This corporation shall indemnify any Incorporator, officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDING ARTICLES

Amendments to these Articles of Incorporation shall be made only on an affirmative vote of the shareholders representing eighty percent of all of the outstanding shares of "Series A" stock and an affirmative vote of the shareholders representing eighty percent of all the outstanding shares of "Series B" stock entitled to vote at any regular meeting, or at special meeting of the corporation when shareholders are properly called with advance notice of the proposed amendment.

#### 2. **EFFECTIVE DATE:**

This Restatement was adopted on the 11/5

3. CERTIFICATION OF ACTION ADOPTING RESTATEMENT PURSUANT TO SECTION **607.1007 (4) FLORIDA STATUTES:** 

This Restatement of the Articles of Incorporation required Shareholder approval. Restatement of the Articles of Incorporation was approved by unanimous written action of all of the shareholders pursuant to Section 607.0704, Florida Statutes, and the number of votes cast for the amendment by the Shareholders was sufficient for approval as provided in Section 607.0732(2) Florida Statutes.

Dated this 21 day of April, 1997.

Peninsula Medical Associates, P.A.

Attest:

Secretary

Corporate Seal

STATE OF FLORIDA COUNTY OF Manatel

The foregoing instrument was acknowledged before me this ______ day of April, 1997, by Marc S. Kallins and filefan ter Jungal Vesident and Secretary of Peninsula Medical Associates, P.A., a Florida corporation, on behalf of the corporation. They

[ ] [X]	are personally kno produced a driver Motor Vehicles as	's license issued by the Florida Department of Highway Safety and			
[]	produced the following identification:,				
and did not tak	e an oath.				
(Affix	Notary Seal)	Signature:  Cynthia C. Pilsburg  NOTARY PUBLIC, State of Florida at Large  Typed name: CynThia C. Pilsburg  My Commission Expires:  My Commission No.:			

Cynthia C. Pilsbury Notary Public, State of Florida My Comm. Expires March 15, 1998 Comm. No. CC 356147