

J26078

Florida Department of State  
Division of Corporations  
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(((H04000075598 3)))

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## BASIC AMENDMENT

## HEART CENTER OF SOUTHWEST FLORIDA, P.A.

Certificate of Status	0
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Amended & Restated  
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DIVISION OF CORPORATIONSFILED  
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FAX AUDIT NO.: H04000075598 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEART CENTER OF SOUTHWEST FLORIDA, P.A.**

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Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its shareholders and board of directors, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be HEART CENTER OF SOUTHWEST FLORIDA, INC. The principal business address of the corporation is 1550 Barkley Circle, Fort Myers, Florida 33907.

**ARTICLE 2  
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 3  
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be seven thousand five hundred (7,500) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 4  
DURATION**

This corporation was incorporated on July 29, 1986, and shall have perpetual existence thereafter.

**ARTICLE 5  
DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1).

FAX AUDIT NO.: H04000075598 3

FAX AUDIT NO.: H04000075598 3

**ARTICLE 6**  
**REGISTERED AGENT AND OFFICE**

The name of the registered agent of the corporation at its registered office, and the street address of its registered office, are as follows:

**NAME**

**ADDRESS**

JEFFREY H. ROSEN, M.D.

1550 Barkley Circle  
Fort Myers, Florida 33907

**ARTICLE 7**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

**ARTICLE 8**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

**ARTICLE 9**  
**SUBSCRIBER**

The name and the address of the person signing these Amended and Restated Articles of Incorporation is as follows:

**NAME**

**ADDRESS**

JEFFREY H. ROSEN, M.D.

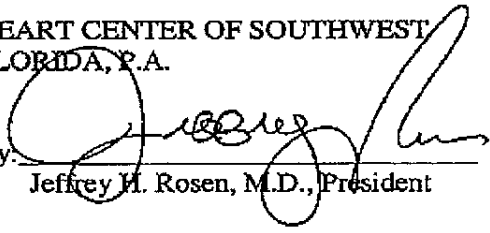
1550 Barkley Circle  
Fort Myers, Florida 33907

FAX AUDIT NO.: H04000075598 3

The foregoing Amended and Restated Articles of Incorporation restate and integrate or amend in accordance with Section 607.1006 the provisions of the corporation's Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the Amended and Restated Articles of Incorporation.

HEART CENTER OF SOUTHWEST  
FLORIDA, P.A.

Dated: 4-2, 2004

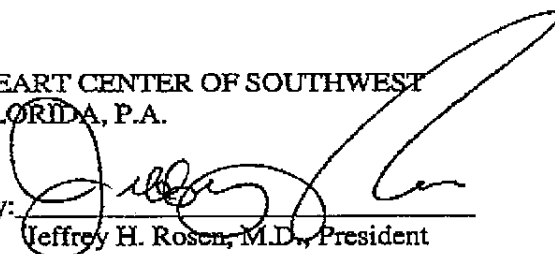
By:   
Jeffrey H. Rosen, M.D., President

#### CERTIFICATE

In accordance with Section 607.1007(4), it is hereby certified that the Board of Directors adopted the Amended and Restated Articles of Incorporation and the amendments to the Articles of Incorporation appearing in the Amended and Restated Articles of Incorporation were unanimously approved by the shareholders in accordance with the Florida Business Corporation Act.

HEART CENTER OF SOUTHWEST  
FLORIDA, P.A.

Dated: 4-2, 2004

By:   
Jeffrey H. Rosen, M.D., President

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Jeffrey H. Rosen, M.D., Registered Agent

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