

Division of Corporations

Page 1 of 1

540499

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000112313 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

SECRETARY OF STATE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-03-05 BY 10002229428

05 MAY -3 AM 11:23

FILED

RECEIVED

05 MAY -5 AM 10:51

DIVISION OF CORPORATIONS

BASIC AMENDMENT

HOSPITAL INVESTIGATIVE SERVICES OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	25
Estimated Charge	\$35.00

Resubmit.
Please backdate
to 5-3-05.

Electronic Filing Menu

Corporate Filing

Public Access Help

Resubmit
5-3-05
10002229428

05/05/2005 10:36
850-205-0381

18502229428
5/3/2005 4:40

CTCORPORATIONSYSTEM
PAGE 001/001 Florida Dept of State

PAGE 02/05



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 3, 2005

HOSPITAL INVESTIGATIVE SERVICES OF FLORIDA, INC.
3333 W. COMMERCIAL BLVD.
SUITE 200
FT LAUDERDALE, FL 33309

SUBJECT: HOSPITAL INVESTIGATIVE SERVICES OF FLORIDA, INC.
REF: J40499

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

FAX Aud. #: H05000112313
Letter Number: 405A00031557

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION****OF****HOSPITAL INVESTIGATIVE SERVICES OF FLORIDA, INC.**

Pursuant to Chapter 607, the Florida Business Corporation Act (the "FBCA"), Hospital Investigative Services of Florida, Inc. hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I. NAME AND ADDRESS

The name of the corporation is "Hospital Investigative Services of Florida, Inc." (the "Corporation"). The address of the principal office of the Corporation shall be 333 W. Commercial Boulevard, Suite 200, Ft. Lauderdale, Florida 33309, or at such other place within the State of Florida as the Board of Directors may designate.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of all classes of capital stock that the Corporation shall have authority to have outstanding at any one time is One Hundred (100) shares of common stock, without par value ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one vote per share.

ARTICLE III. REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered office of the Corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324, Broward County, and the name of the initial registered agent of the Corporation at that address is CT Corporation System.

ARTICLE IV. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than two (2), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE V. APPROVAL BY SHAREHOLDERS

All items submitted to the shareholders of this Corporation shall be deemed to have been approved or adopted only upon the receipt by the Corporation of an affirmative vote of not less than seventy-five percent (75%) of all of the shares of the Corporation then outstanding and entitled to vote on the matter presented thereon. Additional limitations on the rights of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY -3 AM 11:23

FILED

shareholders are contained in that certain Shareholders' Agreement, entered into by all shareholders of the Corporation.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent of the Corporation to the fullest extent authorized by Section 607.0850 of the FBCA as it now exists or may hereafter be amended, but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment. This includes, but is not limited to, any person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or Proceeding (or part thereof) initiated by such person only if such action, suit or Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Such right shall be a contract right and shall include the right to be paid by the Corporation for all expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

The rights conferred on any individual by this Article VI shall not be exclusive of any other right which such individual may have or hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws of the Corporation, agreement, vote of shareholders or otherwise.

The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Section 607.0850 of the FBCA.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy except as provided in Section 607.0850 of the FBCA. If Section 607.0850, of the FBCA, is amended after adoption of these Articles of Incorporation and such amendment further eliminates or limits the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by Section 607.0850, FBCA, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders or the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida, and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of the holders of at least 75% of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal this Article VII.

Adoption of Amendment


This restatement contains an amendment which the shareholders of the company adopted on May 2, 2005. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Board of Directors this 2 day of May, 2005.


Robert J. Minton, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT 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.

DATED: May 2, 2005


Registered Agent

JAMES M. NEWSOME
Special Assistant Secretary