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**BASIC AMENDMENT**

**HOSPITAL INVESTIGATIVE SERVICES OF FLORIDA, INC.**

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**SECOND 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 Amended and Restated 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 eighty-one percent (81%) 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

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 81% 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 July 12, 2005. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation on behalf of the Board of Directors this 13<sup>th</sup> day of July, 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: 7/14/05, 2005

  
Registered Agent

JAMES M. NEWSOME  
Special Assistant Secretary