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Restated Articles & Change Name

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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
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CORP. NAME: Jacksonville Emergency Consultants P.A

( ) ARTICLES OF INCORPORATION
(X) ARTICLES OF AMENDMENT
( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT
( ) TRADEMARK/SERVICE MARK
( ) FICTITIOUS NAME
( ) FOREIGN QUALIFICATION
( ) LIMITED PARTNERSHIP
( ) LIMITED LIABILITY
( ) REINSTATEMENT
( ) MERGER
( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION
( ) UCC-1
( ) UCC-3
( ) OTHER: ______

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RESTATED ARTICLES OF INCORPORATION

OF

JACKSONVILLE EMERGENCY CONSULTANTS, INC.

The undersigned, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is Jacksonville Emergency Consultants, P.A.

ARTICLE II
DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if these Articles are not filed by the Department of State for the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine, the same professional services that a physician duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional service.

ARTICLE IV
CAPITAL STOCK

(a) <u>**Authorized Capital**</u>. The authorized capital stock of this corporation shall consist of ten thousand (10,000) shares of common stock having a par value of $1.00 per share.

(b) **Limitation on Issuance**. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE V
REGISTERED OFFICE AND AGENT
PRINCIPAL ADDRESS

The street address of the registered office of this corporation is:

One Independent Drive, Suite 2000
Jacksonville, Florida 32202

The name of the registered agent of this corporation is:

Stoneburner Berry & Simmons, P.A.
One Independent Drive, Suite 2000
Jacksonville, Florida 32202

The principal office and mailing address for the corporation is: 8282 Woodgrove Road, Jacksonville, Florida 32256.

ARTICLE VI
DIRECTORS

(a) **Number**. This corporation shall have eleven (11) directors The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Directors**. The name and street address of the members of the Board of Directors of the corporation are:

Name	Address
Jorge R. Perez-Poveda, M.D.	8282 Woodgrove Rd. Jacksonville, FL 32256
Jamie Aleman-Bermudez, M.D.	8359 Hunter's Creek Dr. N. Jacksonville, FL 32256
Raymond Gyarmathy, M.D.	158 Oceanwalk Dr. Atlantic Beach, FL 32223

Kenneth Aung-Din, M.D.	8658 Pebble Creek Lane Jacksonville, FL 32256
Steven Blake, M.D.	8217 Hampton Lake Lane Jacksonville, FL 32256-3440
Leonardo Alonso, M.D.	831 Chicopit Lane Jacksonville, FL 32225
Roger Menze, M.D.	4511 Coquina Dr. Jacksonville, FL 32250
John Papavasiliou, M.D.	14314 Nature Bridge Lane Jacksonville, FL 32224
Radames Oliver, M.D.	8110 Middlefork Way Jacksonville, FL 32256
Lawrence Weller, M.D.	8736 Humter Creek Dr., S. Jacksonville, FL 32256
John Forster, M.D.	532 Lake Road Ponte Vedra Beach, FL 32082

(c) **Indemnification**. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII
RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII
BYLAWS

The bylaws of this corporation shall be as adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator of this corporation is:

Name	Address
Jorge R. Perez-Poveda, M.D.	8282 Woodgrove Rd. Jacksonville, FL 32256

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 30 day of January, 2003.

By: J R Perez Poveda, MD
Jorge R. Perez-Poveda, M.D.
Incorporator and President

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **JACKSONVILLE EMERGENCY CONSULTANTS, P.A.**, desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named Stoneburner Berry & Simmons, P.A., located at One Independent Drive, Suite 2000, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

JACKSONVILLE EMERGENCY CONSULTANTS, P.A.

By: J R Perez Poveda, MD
Jorge R. Perez-Poveda, M.D
Incorporator and President

Dated: 30 January, 2003

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

STONEBURNER BERRY
& SIMMONS, P.A.

By: Sidney S. Simmons II
Its Vice President

Dated: February 12, 2003

CERTIFICATE AS TO RESTATED ARTICLES OF INCORPORATION

OF

JACKSONVILLE EMERGENCY CONSULTANTS, INC.

Jacksonville Emergency Consultants, Inc. submits the Restated Articles of Incorporation attached hereto and pursuant to Section 607.1007, Florida Statues, certifies as follows:

1. The Restatement contains an amendment to the current Articles requiring shareholder approval.

2. The number of votes cast for amendment by the shareholders was sufficient for approval.

3. The date of the adoption of the Restated Articles of Incorporation is January 30, 2003.

Dated this 30 day of January, 2003

JACKSONVILLE EMERGENCY CONSULTANTS, INC.

By: J R Perez Poveda, MD
Jorge R. Perez-Poveda, MD
Its President