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GILLIGAN, KING & GOODING, P.A.

PATRICK G. GILLIGAN W. JAMÉS GOODING III WILLIAM ALLAN KING ERIC P. GIFFORD ATTORNEYS AT LAW 1531 SOUTHEAST 36TH AVENUE OCALA, FLORIDA 34471

TELEPHONE (352) 867-7707 FACSIMILE (352) 867-0237 www.ocalalaw.com

November 18, 2003

Department of State Division of Corporations Corporate Filings P O Box 6327 Tallahassee, FL 32314

RE: Marion Medical Associates, P.A.

Dear Sir:

I am enclosing the following in connection with the above matter:

- 1. Restated Articles of Incorporation;
- 2. Our firm's check in the amount of \$43.75, representing the filing and certified fees.

If you have any questions, please contact my office.

Sincerely,

GILLIGAN, KING & GOODING, P.A.

James Gooding III

WJG:ksh Enclosure

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RESTATED ARTICLES OF INCORPORATION OF MARION MEDICAL ASSOCIATES, P.A.

ARTICLE I. - CORPORATE NAME

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

ARTICLE II, - PURPOSE

The Corporation shall engage in the business of carrying on a practice of medicine and rendering professional medical services, including investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and may own real or personal property necessary for the rendering of such professional services.

ARTICLE III. - CAPITAL STOCK

There is only one class of stock, common stock, issued and outstanding. The maximum numbers of shares of stock that the Corporation is authorized to have outstanding at one time is three (3) shares of voting common stock having \$.01 par value per share and One Hundred Thousand (100,000) shares of non-voting common stock having \$.01 par value per share. A holder of voting common stock shall be entitled to one (1) vote for each share of voting common stock. A holder of non-voting common stock shall have no voting rights except as may set forth in a shareholders agreement entered into by all shareholders of the Corporation. The Corporation may, pursuant to Section 607.0623, issues shares as share dividends regardless of whether shares of one class or series are issued as a share dividend in respect to shares of the same or of another class or series.

ARTICLE IV. - DURATION

This Corporation shall have perpetual existence.

ARTICLE V. - REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida are:

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SHUKKTASSEE, FLORIDA

Ram Vasudevan, M.D. 1040 S.W. 2nd Avenue Ocala, Florida 34474

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. - CORPORATION PRINCIPAL OFFICE.

The Corporation's principal place of business and mailing address shall be:

1623 SW 1st Avenue Ocala, Florida 34471

ARTICLE VII. - BOARD OF DIRECTORS

The Corporation has (3) directors currently. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VIII. - CURRENT DIRECTORS

The name of the current directors of this Corporation and their street address are:

1623 SW 1st Avenue Ram Vasudevan, M.D.

Ocala, Florida 34471

K.N. Reddy, M.D. 1623 SW 1st Avenue

Ocala, Florida 34471

Anju Vasudevan, M.D.. 1623 SW 1st Avenue

Ocala, Florida 34471

ARTICLE IX. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

The Amendments set forth herein were approved by the shareholders. The number of

votes cast for the Amendment was sufficient for approval.

Date of Adoption: 06/26/2003

Ram Vasudevan as President

STATE OF FLORIDA COUNTY OF MARION

, 2005, by N	was acknowledged before me this 24 day of tam Vasudevan, M.D., as President of Marion Medical lassociation, on behalf of the corporation. MARION MEDICAL ASSOCIATES, P.A. Notary Public, State of Florida Name: (Please print or type)
	Commission Number: Commission Expires:
Notary: Check one of the following: Personally known OR Type of Identification Produced:	Produced Identification (if this box is checked, fill in blanks below).
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ACCEPTANCE OF REGISTERED AGENT

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

That Marion Medical Association, P.A., organized under the laws of the State of Florida, with its principal office, as indicated in the Restated Articles of Incorporation, at 1040 S.W. 2nd Avenue, Ocala, Florida 34474, has named Ram Vasudevan, M.D., as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By:

Ram Vasudevan, M.D.

Registered Agent

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