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FA#: H97-

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LEONARD PIANKO, M.D., P.A.

Pursuant to §607.1007 and 621.13 of the Florida Statutes, **LEONARD PIANKO**, M.D., **P.A.**, a Florida professional service corporation (the "Corporation"), certifies that:

- (1) The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on March 6, 1990.
 - (2) The Articles of Incorporation of the Corporation are restated as follows:

ARTICLE I NAME

The name of the Corporation is LEONARD PIANKO, INC.

ARTICLE II DURATION

This Corporation shall continue its existence perpetually.

ARTICLE III PURPOSE

97 DEC 15 PM 2: 43
SECRETARY OF STATE
TAIL AHASSEE, FLORID

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

Stanley H. Kuperstein, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000

Facsimile: (305) 372-3000 Facsimile: (305) 372-0052 Florida Bar Number: 113612

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ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation is: 2797 N.E. 207 Street, Suite 201, Aventura, Florida, 33180.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI REGISTERED OFFICE AND AGENT

[intentionally omitted]

ARTICLE VII POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VIII AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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These Restated Articles of Incorporation were adopted by the Board of Directors of this corporation on November 20, 1997. The Shareholders unanimously approved this amendment on November 20, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this <u>10th</u> day of December , 1997.

LEONARD PIANKO, M.D., President