L69076

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

GENESIS WOMEN'S CENTER, P.A.

Certificate of Status	0
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Restated Art. 2-11-08 DC

ARTICLES OF RESTATEMENT

GENESIS WOMEN'S CENTER, P.A.

1 **Restatement**

The Articles of Incorporation, filed initially as document L69076, as amended, is restated to read its entirety as follows:

ARTICLE I. NAME

The name of the corporation is:

GENESIS WOMEN'S CENTER, P.A.

ARTICLE II. PURPOSE

This corporation is organized for pecuniary profit for the sole and specific purpose of engaging in the practice of medicine and, to the extent permitted by law, may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, may own real or personal property necessary for the rendering of professional services, and may otherwise engage in any lawful activity or business permitted to be engaged in by a professional corporation under Florida law.

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ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR ($1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 320 U.S. Highway 41 South, Inverness, Florida 32650. The name of the initial registered agent at that address is JOE S. BRANNEN.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 532 North Lecanto Highway, Lecanto, Florida 32611.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

NAME	ADDRESS
STEVEN A. ROTH, M.D.	532 North Lecanto Highway Lecanto, Florida 32661

ARTICLE IX. LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

A. Except as provided in section D of this Article IX, if a shareholder of the corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services (each a **Disqualification Event**), that person (the **Disqualified Shareholder**) shall sever all employment with, and financial interests in, the corporation forthwith. In the event a shareholder of the corporation becomes a Disqualified Shareholder, the Disqualified Shareholder's shares in the corporation are redeemed and shall be deemed to have been redeemed and cancelled effective as of the Disqualification Event, the shares held by the Disqualified Shareholder shall not be considered outstanding upon and after the Disqualification Event, the Disqualified Shareholder shall not be entitled to vote or participate in any corporate or shareholder action and shall cease to be an employee, officer, director, and/or shareholder of the corporation effective as of the Disqualification Event, and the Disqualified Shareholder's sole right and entitlement shall be to receive the Redemption Price for those redeemed shares (the **Redeemed Shares**). All shares of the capital stock of the corporation constitute redeemable shares which may be redeemed pursuant to the provisions of this Article IX.

B. The Redemption Price for the Redeemed Shares shall be as set forth in the Bylaws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

C. The Redemption Price for the Redeemed Shares shall be paid in accordance with the provisions of the applicable Bylaw or shareholders' agreement, if any, and if not, shall be paid in cash within thirty (30) days after the corporation first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by arbitration if submitted to arbitration.

D. Section A of this Article IX shall not apply if the sole shareholder of this corporation becomes a Disqualified Shareholder In such event, the corporation shall promptly amend these articles of incorporation or take such other legal action as shall be necessary or appropriate to cause the corporation to change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the corporation shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.

ARTICLE X. AMENDMENT

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

ARTICLE XI. DISSOLUTION.

The corporation may be dissolved at any time (1) by a unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed in direct proportion to the number of shares held by the shareholders.

2 **Date of Adoption.**

The foregoing Articles of Restatement were adopted by the Board of Directors on January 31, 2008, by written consent action.

3 **Effective Date.**

These Articles of Restatement are effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Restatement has been executed as of February 1, 2008

ARMANDO L. ROJAS, MD
President

CERTIFICATE

THIS CERTIFICATE, accompanies Articles of Restatement for Genesis Women's Center, P.A., pursuant to the requirements of section 607.1007(4)(a), Florida Statutes. The undersigned, as President of Genesis Women's Center, P.A., certifies that:

> The Articles of Restatement do not contain an amendment to the articles requiring shareholder approval, and the Corporation's Board of Directors adopted the Articles of Restatement.

IN WITNESS WHEREOF, I have executed this Certificate.

Dated: February 1, 2008

M.D, PRES

ARMANDO L. ROJAS, MD, President