

M08374

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MANUEL E. MORAN, M.D., P.A.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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*Amended & Restated  
Articles w/NAME CHANGE*

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 7, 1999

MANUEL E. MORAN, M.D., P.A.  
1321 NW 14TH ST #601  
MIAMI, FL 33125-8673

SUBJECT: MANUEL E. MORAN, M.D., P.A.  
REF: M08374

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered office is incomplete in Article 6. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000013288  
Letter Number: 099A00030723

June 3, 1999

MANUEL E. MORAN, M.D., P.A.  
1321 NW 14TH ST #601  
MIAMI, FL 33125-8673

SUBJECT: MANUEL E. MORAN, M.D., P.A.  
REF: M08374

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000013288  
Letter Number: 999A00030127

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MANUEL E. MORAN, M.D., P.A.**

The Articles of Incorporation of Manuel E. Moran, M.D., P.A. are hereby amended and restated in its entirety as follows:

**ARTICLE 1.**

**Name**

The name of the corporation is:

**M.C. MORAN SERVICE COMPANY, INC.**

**ARTICLE 2.**

**Existence**

The corporation's existence commenced on November 29, 1984.

**ARTICLE 3.**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE 4.**

**Authorized Capital**

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE 5.**

**Address**

The address of the principal office of the corporation is 14050 Farmer Road, Miami, Florida 33158 and its mailing address is 14050 Farmer Road, Miami, Florida 33158.

Prepared by: Donald R. Tescher, Esq. (Florida Bar # 121086)  
Tescher Chaves Rubin & Forman, P.A., 2101 Corporate Blvd., #107  
Boca Raton, FL 33143 Tel. No. 561-999-7647

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**ARTICLE 6.**

**Registered Office and Agent**

The street address of the corporation's registered office is 14050 Farmer Road, Miami, FL 33158  
The name of the registered agent at such office is Marie Carmen Moran.

**ARTICLE 7.**

**Indemnification**

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

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IN WITNESS WHEREOF, the undersigned sole officer and shareholder has executed these Amended and Restated Articles of Incorporation on May 28, 1999.

*Marie C. Moran*

MARIE CARMEN MORAN, President, and as Personal Representative of the Estate of Manuel E. Moran, the sole shareholder

**CERTIFICATE OF PRESIDENT**

The Amended and Restated Articles of Incorporation of Manuel E. Moran, M.D., P.A. were adopted upon the unanimous vote of all issued and outstanding shares at a meeting held on May 28, 1999.

*Marie C. Moran*

MARIE CARMEN MORAN, President

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**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

Marie C. Moran  
MARIE CARMEN MORAN

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