

Division of Corporations

Page 1 of 2

No2000007215

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000055742 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305)357-5775
Fax Number : (305)357-5534

RECEIVED
03 FEB 19 AM 11:34
DIVISION OF CORPORATIONS

FILED
03 FEB 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT
PROSTATE HEALTH CARE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

AM/Post
KLB 2/19
(3)



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 18, 2003

PROSTATE HEALTH CARE, INC.
7000 SW 62ND AVE STE 100
S MIAMI, FL 33143

SUBJECT: PROSTATE HEALTH CARE, INC.
REF: N02000007215

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.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000055742
Letter Number: 003A00010716

(((H03000055742 8)))

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PROSTATE HEALTH CARE, INC.**

The undersigned, acting as incorporator of **PROSTATE HEALTH CARE, INC.**, under the Florida Not For Profit Corporation Act, organized under the laws of the State of Florida on September 20, 2002, hereby certifies that on February 12, 2003, the Directors of the Corporation have signed a consent in writing adopting the following amendment to the Certificate of Incorporation. The number of votes cast in favor of the amendment was unanimous.

ARTICLE I - NAME

The name of this corporation shall be Prostate Health Care, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7000 S.W. 62nd Avenue
Suite 100
South Miami, FL 33143

ARTICLE III - PURPOSE(S)

The specific purpose (s) for which the corporation is organized is (are):

For the public education of prostate cancer and other prostate disorders. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The directors of the company shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws.

FILED
03 FEB 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H03000055742 8)))

**ARTICLE V - INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Ronald R. Fieldstone
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

ARTICLE VI - INCORPORATOR

This name and address of the incorporator to these Articles of Incorporation are:

George Suarez
7000 S.W. 62nd Avenue
Suite 1001
South Miami, FL 33143

ARTICLE VII - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII - VOTING

There are no Members entitled to vote on an amendment to the Articles of Incorporation. The Directors of the Corporation approved this amendment as of February 12, 2003.

(((H03000055742 8)))

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of February, 2003.


George Suarez
Signature/Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent
Ronald R. Fieldstone

2/18/03

Date

HAZUKARY\Clients\George Suarez\Documents\proposals\lead01.not profit\amended art.wpd
01/29/03 01:45 PM

(((H03000055742 8)))