

N02644

CAPITAL CONNECTION, INC.

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The Florida Chapter of
the American College
of Physicians, Incorporated

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09/22/98--01052--009
*****70.00 *****35.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

✓ Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
98 SEP 22 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

98 SEP 22 AM 10:37

DIVISION OF CORPORATION

Amended + Restated

See 9/22

Signature

Requested by:

LS
Name

9/22/98
Date

10:25
Time

Walk-In

Will Pick Up

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FLORIDA CHAPTER OF THE AMERICAN COLLEGE OF
PHYSICIANS, INCORPORATED**

98 SEP 22 AM 11:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006 and 617.1007, Florida statutes, this corporation adopts the following amended and restated articles of incorporation:

FIRST: The Articles of Incorporation are deleted in their entirety and replaced by the following:

SECOND: The name of the corporation ("Corporation") shall be the American College of Physicians-American Society of Internal Medicine, Florida Chapter, Inc.

The principal place of business of this corporation shall be 215 East Esperanza Avenue, Clewiston, Florida 33440.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same be amended pursuant to the provisions of the Florida Not for Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which a corporation may be incorporated under the Florida Not for Profit Corporation Act, are as follows:

The purposes for which the Corporation is organized and operated shall be to operate solely for charitable, scientific and educational purposes solely within the exemption provided for by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(6), and any amendments thereto, namely:

- A. The purposes of the Corporation are charitable and educational and include the organization of those members of the American College of Physicians-American Society of Internal Medicine ("the College") who are members of the Corporation, in order to further the objects and purposes of the College.

- B. To be subject to any limitations and restrictions imposed upon it by the Bylaws of the College or by any resolutions passed by the Board of Regents of the College, and if it does not comply with such restrictions the Corporation shall, upon the request of the College, cease being a Chapter of the College or using the name of the College.
- C. To have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.

Notwithstanding the foregoing or any other provision of these Restated Articles of Incorporation, the Corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall any part of the net earnings of the Corporation inure to the benefit of any member, officer, director or individual, nor shall it engage in any transaction which would cause it to be denied the status of an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of the United States, as the same may be hereafter amended.

FIFTH: In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets remaining to such charitable, educational, or scientific organizations as shall from time to time qualify as exempt organizations pursuant to Sections 501(c)(3) of the Internal Revenue Code, as the same may be hereafter amended.

SIXTH: The address of the initial registered office of the Corporation in the State of Florida is 4300 Alton Road, Miami Beach, County of Dade, Florida 33140; and the name of the initial registered agent of the Corporation at such address is Jamie S. Barkin, M.D..

SEVENTH: The standards for eligibility of members shall be contained in the Bylaws of the Corporation.


EIGHTH: The manner in which the directors of the Corporation shall be elected shall be contained in the Bylaws of the Corporation.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses,

liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to such person's action in such person's official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: These amended and restated Articles of Incorporation were adopted by the members of the Corporation on September 19, 1998 and the number of votes in favor of adoption were sufficient for approval.

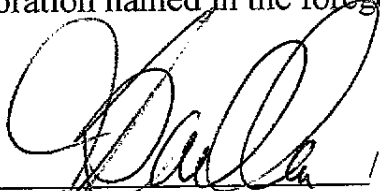
Signed on September 19, 1998.



Jamie S. Barkin, M.D., President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the undersigned hereby accepts its appointment as the registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

A handwritten signature in black ink, appearing to read 'Jamie S. Barkin', is written over a horizontal line.

Jamie S. Barkin, M.D.