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BERG & WHEELER, P.A.

ATTORNEYS AT LAW

JEFFREY BUILDING

217 EAST ROBERTSON STREET

BRANDON, FLORIDA 33511

ELIZABETH S. WHEELER*

RICHARD F. WHEELER

WALTER H. BERG, JR.

(RETIRED)

December 6, 2001

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(813) 685-0050

FACSIMILE
(813) 685-0369

*BOARD CERTIFIED IN APPELLATE PRACTICE

VIA OVERNIGHT DELIVERY
PERSONAL AND CONFIDENTIAL

Mr. Alan Crum
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Bay Area Medical Clinic, P.A.

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-12/11/01--01009--022
*****78.75 *****43.75

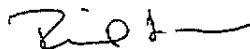
Dear Mr. Crum:

With regard to the above-referenced corporation, enclosed are the Second Amended and Restated Articles of Incorporation. Also enclosed is our firm's check in the amount of \$78.75, in payment of the following fees:

1)	Filing fee for articles	\$ 35.00
2)	Designation of and acceptance of registered agent	35.00
3)	Certified copy of articles	<u>8.75</u>
	Totaling	\$ 78.75

Thank you for your assistance in this matter.

Very truly yours,



Richard F. Wheeler

RFW/rkb

Enclosures

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FILED
01 DEC -7 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**SECOND
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAY AREA MEDICAL CLINIC, P.A.
f/k/a
SYED ALI SAFDAR, M.D., INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned for the purpose of amending and restating the Articles of Incorporation of BAY AREA MEDICAL CLINIC, P.A., f/k/a SYED ALI SAFDAR, M.D., INC., a corporation created under the laws of the State of Florida.

WHEREAS, on July 14, 2000, Amended Articles of Incorporation were filed for SYED ALI SAFDAR, M.D., INC., (the "Corporation"); and

WHEREAS, the current registered agent for the corporation is Cynthia A. Mikos, Esquire, and the street address of the current registered agent is 205 North Parsons Avenue, Suite A, Brandon, Florida 33510-4515; and

WHEREAS, by action of the sole shareholder and director on December 6, 2001, the following resolutions changing the name of the Corporation to BAY AREA MEDICAL CLINIC, P.A., changing the registered agent and registered office of the corporation, electing to bring the corporation within the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, and amending and restating the Articles of Incorporation to the form hereof, were adopted:

RESOLVED that the name of the corporation shall be changed from SYED ALI SAFDAR, M.D., INC, to BAY AREA MEDICAL CLINIC, P.A.; and

RESOLVED FURTHER that the Registered Agent of the corporation shall be changed to Richard F. Wheeler, and the street address of the registered office shall be changed to 217 East Robertson Street, Brandon, Florida 33511; and

RESOLVED FURTHER that the corporation shall be governed by the Florida Professional Service Corporation and Limited Liability Company Act, Florida Statutes Sections 621.01 et. seq.; and

RESOLVED FURTHER that the Articles of Incorporation are hereby amended and restated to the form hereof; and

RESOLVED FURTHER that the officers of this corporation are hereby instructed to execute and file Articles of Amendment with the Department of State, Tallahassee, Florida, in the form and manner required by law.

NOW, THEREFORE, the Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I

The name of this Corporation is BAY AREA MEDICAL CLINIC, P.A..

ARTICLE II

The principal office of the Corporation is: 9305 Cypress Bend Drive, Tampa, Florida 33647-2553.

ARTICLE III

This Corporation is organized under the Florida Professional Service Corporation and Limited Liability Company Act for the purpose of practicing medicine through its members, officers, employees and agents who are duly licensed and otherwise legally authorized to practice medicine within the State of Florida.

ARTICLE IV

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard F. Wheeler, Esquire

Address: Berg & Wheeler, P.A.
217 East Robertson Street
Brandon, Florida 33511

ARTICLE V

The name and address of the incorporator are:

Name: S. Ali Safdar, M.D.
Address: 9305 Cypress Bend Drive
Tampa, Florida 33647-2553

ARTICLE VI

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VII

The shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VIII

This Corporation may not render professional services, as defined by Section 621.03(1), Florida Statutes, except through its members, officers, employees, and other agents who are duly licensed and otherwise legally authorized to render such professional services within the State of Florida.

ARTICLE IX

This Corporation may not engage in any business other than the practice of medicine.

ARTICLE X

No shareholder of this corporation may sell or transfer his or her shares in the Corporation except to another professional corporation, professional limited liability corporation, or individual, each of which must be eligible to be a shareholder of this Corporation.

IN WITNESS WHEREOF, the undersigned being the president, secretary, and sole director and shareholder of this Corporation, execute these Second Amended and Restated Articles of Incorporation and certify to the truth of the facts herein stated, this 6th day of December, 2001.

Syed Ali Safdar

S. Ali Safdar, M.D., President, Secretary
Sole Shareholder and Director

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Personally appeared before me, the undersigned Notary Public, this day, S. Ali Safdar, M.D., by me known to be the president, secretary, sole director and shareholder, respectively, of BAY AREA MEDICAL CLINIC, P.A., f/k/a SYED ALI SAFDAR, M.D., INC., a Florida not-for-profit corporation, and acknowledge that he executed the foregoing Amended and Restated Articles of Incorporation of BAY AREA MEDICAL CLINIC, P.A., f/k/a SYED ALI SAFDAR, M.D., INC., as its president, secretary, sole director and shareholder, for and on behalf of said Corporation, all pursuant to authority in them duly vested by the shareholders and directors of said Corporation.

Witness my hand and official seal at Brandon, Florida, this 6th day of December, 2001.

Richard F. Wheeler

Notary Public

Richard F. Wheeler

Print Name of Notary Public

My Commission Expires: 7/28/03



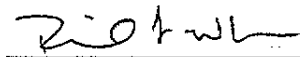
Richard F Wheeler

My Commission CC853533

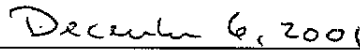
Expires July 28, 2003

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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.



Richard F. Wheeler, Registered Agent



Date