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Allergy, Sinus & Asthma Specialty Care, P.A.
201 S. First Street
Lake City, Florida 32025

December 6, 2000

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*****78.75 *****73.75

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32304

RE: Filing Restated and Amended Articles of Incorporation for
Allergy, Sinus & Asthma Specialty Care, P.A.

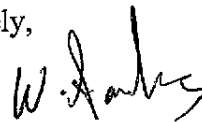
Gentlemen:

Enclosed are original Restated and Amended Articles of Incorporation for Allergy, Sinus & Asthma Specialty Care, P.A., together with the Statement of Change of Registered Office. In addition, a check in the sum of \$78.75 is enclosed which represents the appropriate filing fee plus a certified copy. Pursuant to the provisions of Section 617.1007 of the Florida Statutes, these Restated Articles were adopted by the unanimous vote of the shareholders and Board of Directors of the corporation.

Please file the enclosed Restated and Amended Articles of Incorporation as soon as possible and return a certified copy to the undersigned at the above address.

Thank you.

Sincerely,



William Sanders

Enclosures:

FILED
00 DEC -8 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated + Amended

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
of**

Allergy, Sinus & Asthma Specialty Care, P.A.

FILED
00 DEC -8 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 621, and of Section 607.1007 of the Florida Statutes, the undersigned professional service corporation adopts the following Restated and Amended Articles of Incorporation of Allergy, Sinus & Asthma Specialty Care, P.A., originally incorporated on May 4, 2000.

ARTICLE I - Name

The name of the corporation is: Allergy, Sinus & Asthma Specialty Care, P.A.

AMENDED ARTICLE II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 201 S. First Street, Lake City, Florida 32025

ARTICLE III – Term of Existence

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

AMENDED ARTICLE IV – Capital Stock

The capital stock of the professional service corporation shall be 1,000 shares of common stock, having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual licensed to provide professional medical services as a physician or physician assistant in the State of Florida.

AMENDED ARTICLE V - Registered Agent and Office

The street address of the registered office of the corporation is 201 S. First Street, Lake City, Florida 32025. The registered agent of the corporation at such office is WILLIAM D. SANDERS. The registered agent, by signing these articles of incorporation, accepts

appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| William D. Sanders | 6722 NW Telfair Glen Lake City, Florida 32055 |

ARTICLE VII - INCORPORATORS

The name and address of the incorporator who has executed these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| William D. Sanders | 6722 NW Telfair Glen Lake City, Florida 32055 |

ARTICLE VIII – AMENDMENT

These Articles of Incorporation may be amended, from time to time, in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

AMENDED ARTICLE IX – LIMITATIONS ON CORPORATE STOCK

The following limitations shall apply to the issuance, ownership, and sale or transfer of the stock of this corporation:

(a) No one, other than a professional corporation or an individual licensed to provide professional medical services as a physician or physician assistant in the State of Florida and legally authorized to render such professional medical services to the public, may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock;

(b) If any officer, shareholder, agent or employee of this corporation who has been rendering professional medical services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in, this corporation;

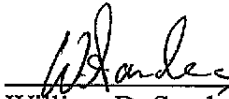
(c) No shareholder of this corporation may sell or transfer his stock in this corporation except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or transfer may be made only after the same have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting;

(d) In the event there is now, or at any time in the future may be, more than one shareholder of this corporation before stock is issued to shareholders, each must have negotiated with the other shareholders of the corporation, a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation, is

terminated for any reason. An executed copy of the buy and sell agreements, from time to time entered into between the shareholders and the shareholders and the corporation, shall be filed with the secretary of the corporation and made a part of the records of the corporation.

The undersigned certifies that all Amendments to the Corporation's Articles of Incorporation appearing in these Restated and Amended Articles of Incorporation were approved by the unanimous vote of the sole shareholder and Director of the Corporation, effective October 31, 2000.

In Witness Whereof, the undersigned President of the corporation has executed these Restated and Amended Articles of Incorporation in the State of Florida, effective October 31, 2000.



William D. Sanders, President