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August 21, 2000

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Restatement of Articles of Incorporation/
Faris Al-Mousily, M.D., P.A.
File No. A14-101

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 14 AM 9:01

Dear Sir:

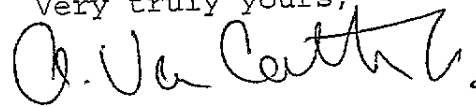
Enclosed herewith for filing please find the executed original and one copy of the Restatement of Articles of Incorporation for the above-captioned corporation, along with an executed original and copy of the Certificate required by Section 607.1007, Florida Statutes.

Please note the change of address of principal office and registered office in the Restatement.

Upon filing, please provide me with a "filed" stamped copy of each of the documents. A check for your fee in the amount of \$35.00 is enclosed.

Thank you.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

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Restated Art.

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FACSIMILE TRANSMITTAL

TO: Secretary of State

ATT: Ms. Velma Shepard

FAX #: 850-487-6897

FROM: A. Van Catterton, Jr.

RE: Faris Al-Mousily, M.D., P.A.

TOTAL NUMBER OF PAGES INCLUDING THIS PAGE: 1

DATE: September 13, 2000

MESSAGE (if none, see attached): Ms. Shepard -- on second thought, I would prefer to overnight to you an original corrected page. I will send that out this afternoon to:

Secretary of State, George Firestone Building, 409 E. Gaines Street, Tallahassee, FL 32399, Attn: Velma Shepard

Thank you very much for your courtesy and assistance on this matter.

If you experience any problems in receiving this transmission, please call (321) 722-3366 (Melbourne, Florida).

NOTICE

The information contained in this facsimile communication may be attorney-privileged and confidential information, intended only for the use of the individual or entity named above. If the reader of this communication is not the intended recipient or the recipient's employee or agent responsible for the delivery of this transmission to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you received this communication in error, please immediately notify us by telephone and return the original communication to us at the above address by U. S. mail.

Rec'd 9/14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 14 AM 9:01

RESTATEMENT
OF ARTICLES OF INCORPORATION
OF FARIS AL-MOUSILY, M.D., P.A.

By this Restatement of Articles of Incorporation, Faris Al-Mousily, M.D., P.A. ("Corporation"), restates its Articles of Incorporation pursuant to the provisions of Chapter 607, Florida Statutes:

ARTICLE I

NAME

The name of the corporation shall be Faris Al-Mousily, M.D., P.A., and, for convenience, shall be referred to in this instrument as the "Corporation".

ARTICLE II

DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1600 W. Eau Gallie, Suite 104, Melbourne, Florida 32935.

ARTICLE IV

REGISTERED OFFICE AND AGENT

Faris Al-Mousily, M.D., whose address is 1600 W. Eau Gallie, Suite 104, Melbourne, Florida 32935, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE V

PURPOSES AND POWERS OF THE CORPORATION

The purpose and specific nature of the business of the Corporation shall be the rendering of pediatric medical services, and all other proper purposes which may be permitted by law to a professional service corporation engaged in such business under Chapter 621, Florida Statutes. The Corporation shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by law, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation. The duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws.

ARTICLE VI

STOCK

The Corporation shall be authorized to issue 100 shares of common stock. The shareholders of the Corporation shall be restricted to those individuals who themselves are duly licensed or otherwise legally authorized to render pediatric medical services within the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised of one (1) member. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE VIII

OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify every officer, director, committee member and employee of the Corporation against any and all costs and expenses, including reasonable attorney's and paralegal's fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Corporation. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such contract or commitment may specifically provide otherwise), and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Corporation may, but shall not be obligated to, maintain adequate general liability and officers, and directors, liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE X

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and the Shareholders and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

These Articles may be amended by unanimous vote of the Board of Directors and Shareholders. No amendment shall be effective until filed with the office of the Florida Secretary of State.

ARTICLE XII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is Faris Al-Mousily, M.D., whose address is 1600 W. Eau Gallie, Suite 104, Melbourne, Florida 32935.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 22 day of August, 2000.

F. Al-Mousily
Faris Al-Mousily, M.D.

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts.

Faris Al-Mousily, M.D., P.A., desiring to organize as a professional service corporation under the laws of the State of Florida, with its registered office at 1600 W. Eau Gallie, Suite 104, Melbourne, Florida 32935, has named Faris Al-Mousily, M.D., located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF 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.

F. Al-Mousily
Faris Al-Mousily, M.D.
Registered Agent
Date: 22-8-00

CERTIFICATE OF RESTATEMENT
OF ARTICLES OF INCORPORATION
OF FARIS AL-MOUSILY, M.D., P.A.

By the Restatement of Articles of Incorporation, Faris Al-Mousily, M.D., P.A. ("Corporation"), certifies pursuant to the provisions of Section 607.1007 and Section 607.1006, Florida Statutes, that:

1. The name of the Corporation is Faris Al-Mousily, M.D., P.A.

2. Upon the unanimous affirmative vote of not less than one hundred (100%) percent of the members of the Board of Directors and the shareholders of the Corporation (said number of votes cast being sufficient for approval), the following amendments to Articles III, IV, and XII were adopted on August 21, 2000:

[New language is underlined; deleted language is stricken through]

"ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1600 W. Eau Gallie, Suite 104, Melbourne, Florida 32935 ~~1936 Dairy Road, West Melbourne, Florida 32904.~~

ARTICLE IV
REGISTERED OFFICE AND AGENT

Faris Al-Mousily, M.D., whose address is 1600 W. Eau Gallie, Suite 104, Melbourne, Florida 32935 ~~1936 Dairy Road, West Melbourne, Florida 32904,~~ is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE XII
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is Faris Al-Mousily, M.D., whose address is 1600 W. Eau Gallie, Suite 104, Melbourne, Florida 32935 ~~1936 Dairy Road, West Melbourne, Florida 32904."~~

3. Except to the extent of the amendments set forth above, the terms and provisions of the Articles of Incorporation are hereby ratified and confirmed in their entirety as set forth in the foregoing Restatement of Articles of Incorporation.

EXECUTED this 22 day of August, 2000.

Faris Al-Mousily, M.D., P.A.

By ✓ F. Al-Mousily
Faris Al-Mousily, President

(CORPORATE SEAL)

Attest:

By ✓ F. Al-Mousily
Faris Al-Mousily, Secretary

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