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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
Fax Number : (561) 686-5442

Darlene--Will you please date this amendment and the merger on fax audit sheet #H00000066777 4 on December 22, 2000

Thank you..Jeanne Courter

BASIC AMENDMENT

PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH

Certificate of Status	0
Certified Copy	1
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*Amended & Restated
w/ NAME CHANGE*

12-27-00 DC

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 2000

PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, I
1903 S CONGRESS AVE, STE 400
BOYNTON BEACH, FL 33426

SUBJECT: PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, INC.
REF: P00000100436

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please give me a call concerning the Registered Agent Acceptance page.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000066775
Letter Number: 000A00064404



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 26, 2000

PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, I
1903 S CONGRESS AVE, STE 400
BOYNTON BEACH, FL 33426

SUBJECT: PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, INC.
REF: P00000100436

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000066775
Letter Number: 600A00064287

H000000667758

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, INC.**

FIRST: The corporate name that satisfies the requirements of Chapter 621 of the Florida Statutes and our current name is: Preferred Medical Management Solutions of Palm Beach, P.A.

SECOND: The street office of the principal office of the Corporation and its mailing address is 824 U.S. Highway One, Suite 230, North Palm Beach, Florida 33408.

THIRD: The number of shares the Corporation is authorized to issue is one hundred (100).

FOURTH: The street address of the registered office is 824 U.S. Highway One, Suite 230, North Palm Beach, Florida 33408, and the name of the Registered Agent at such address is Dr. David L. Vastola.

FIFTH: The Corporation is a professional association existing pursuant to Chapter 621 of the Florida Statutes. The purpose of the Corporation is the practice of medicine and related professional activities.

THE FOREGOING Amended and Restated Articles of Incorporation was duly adopted by the Shareholders and Board of Directors on December 21, 2000, in full compliance with the laws of the State of Florida. The number of votes cast by the Shareholders and the Board of Directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Director and President of this Corporation has executed these Amended and Restated Articles of Incorporation.



Dr. David L. Vastola



Date

H:\4460\9558\DAmendedAndRestatedArticlesOfIncorporationPMMS.WJR/m

Domenick R. Lioce (FL # 284556)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, Florida 33401

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00 DEC 22 PM 4:35

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PALM BEACH, FLORIDA

DEC-27-2000 09:56

NASON, YEAGER

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Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED: 12-22-00


Registered Agent

David L. Vastola

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