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**RESTATED  
ARTICLES OF INCORPORATION OF  
INTERNAL MEDICINE ASSOCIATES, P.A.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation of Internal Medicine Associates, P.A. as follows:

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be Internal Medicine Associates, P.A. (the "Corporation").

**ARTICLE II**

**Mailing Address**

The mailing address of the Corporation is 1601 Clint Moore Road, Suite 115, Boca Raton, Florida 33487.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of providing physician services through physicians practicing in general medicine, including, but not limited to internal medicine, and for providing diagnostic medical and surgical care to members of the public, and for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

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#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue the following shares of capital stock:

(a) Class A Common Stock – Eight Thousand (8,000) Shares of Class A Common Stock with a par value of One Cent (\$0.01) per share.

(b) Class B Common Stock – Four Thousand (4,000) Shares of Class B Common Stock with a par value of One Cent (\$0.01) per share.

All stock shall have voting rights as set forth in the Bylaws, and any Shareholder Agreement as may be adopted.

#### ARTICLE V

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VI

##### Registered Office and Agent

The street address of the registered office of this Corporation is Jeffrey D. Gross, M.D. and the name of the registered agent of this Corporation at that address is 1601 Clint Moore Road, Suite 115, Boca Raton, Florida 33487.

#### ARTICLE VII

##### Board of Directors

This Corporation shall have at least three (3) directors, with two (2) directors elected by the Class A Shareholders and one (1) director elected by the Class B Shareholders. The number of directors may either be increased or diminished from time to time by the By-Laws provided that any change in the number of directors shall maintain a ratio of one Class B elected director for every two Class A elected Directors.

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## ARTICLE VIII

### Officers

The affairs of this Corporation shall be managed by a President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation.

## ARTICLE IX

### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by each class of Shareholders.

## ARTICLE X

### Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of each class of Shareholders.

## ARTICLE XI

### Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the

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Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of

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the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

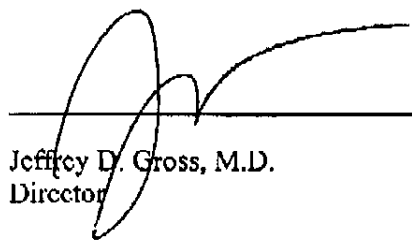
4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

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## ARTICLE XII

### ADOPTION OF RESTATED ARTICLES

These Restated Articles and amendments to the prior Articles of Incorporation contained herein were adopted by the shareholders on 5/4/11 and shall be effective upon filing with the Secretary of State, Division of Corporations. The number of votes cast for the amendments by the shareholders were sufficient for approval. These Restated Articles supersede the Articles of Incorporation currently in effect and all amendments thereto..



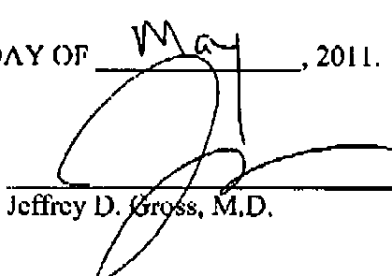
Jeffrey D. Gross, M.D.  
Director

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 4<sup>th</sup> DAY OF May, 2011.

  
Jeffrey D. Gross, M.D.

(Registered Agent)

STATE OF FLORIDA ]

COUNTY OF PALM BEACH ]

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of July, 2011, by Jeffrey D. Gross, M.D., as Director of Internal Medicine Associates, P.A., a Florida professional association, to me (well known) or who produced \_\_\_\_\_ as identification, and whom did not take an oath.

  
Sign Name

REINA MORVEL  
Print Name

Notary Public, State and County aforesaid

My commission expires:

