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Division of Corporations  
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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0002/005  
Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 25, 2005

KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.  
715 OAK COMMONS BLVD.  
KISSIMMEE, FL 34741

SUBJECT: KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.  
REF: P01000024345

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

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
Kissimmee Endoscopy Center Associates, Inc.**

**FILED**

05 APR 25 PM 2:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Kissimmee Endoscopy Center Associates, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is located at 715 Oak Commons Boulevard, Kissimmee, Florida, 34741, which is also the mailing address of the Corporation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - REGISTERED OFFICE  
AND REGISTERED AGENT**

The street address of the registered office of this Corporation in the State of Florida is 715 Oak Commons Boulevard, Kissimmee, Florida, 34741. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is M. SIRAJ UL ISLAM, M.D. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporators of this Corporation were:

<u>Name</u>	<u>Address</u>
M. Siraj Ul Islam, M.D.	715 Oak Commons Boulevard Kissimmee, Florida 34741
Syed Khalid Lateef, M.D.	715 Oak Commons Boulevard Kissimmee, Florida 34741

**ARTICLE VI - BOARD OF DIRECTORS**

- A. The number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

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C. The names and addresses of the members of the Board of Directors, who shall hold office until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
M. Siraj Ul Islam, M.D.	715 Oak Commons Boulevard Kissimmee, Florida 34741
Syed Khalid Lateef, M.D.	715 Oak Commons Boulevard Kissimmee, Florida 34741
Jaime M. Rivera, M.D.	715 Oak Commons Boulevard Kissimmee, Florida 34741

#### ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

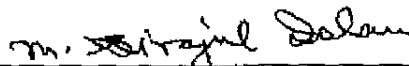
#### ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

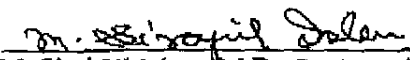
#### ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Amended and Restated Articles of Incorporation at Kissimmee, Florida, this 1st day of Nov., 2004.

  
M. Siraj Ul Islam, M.D., Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
M. Siraj Ul Islam, M.D., Registered Agent

Date: NOV. 1, 2004

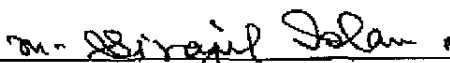
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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC.**

I, M. SIRAJ UL ISLAM, M.D., being the duly elected President of KISSIMMEE ENDOSCOPY CENTER ASSOCIATES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were: (i) duly adopted and approved by all of the members of the Board of Directors of the Corporation by Written Consent dated November 1, 2004, in compliance with Section 607.1007 of the Florida Statutes, (ii) duly adopted and approved by all of the shareholders of the Corporation by Written Consent dated November 1, 2004, in compliance with Sections 607.1003 and 607.1007 of the Florida Statutes, and (iii) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 1st day of November, 2004.

  
\_\_\_\_\_  
M. Siraj Ul Islam, M.D., President