

CAPITAL CONNECTION

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

CENTRAL FLORIDA INPATIENT MEDICINE, P.A.

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
CENTRAL FLORIDA INPATIENT MEDICINE, P.A.**

The original Articles of Incorporation for Central Florida Inpatient Medicine, P.A., a Florida Professional Association ("Professional Association"), were filed with the state of Florida on May 14, 2001. On June 2, 2004 the shareholders and directors executed this Amended and Restated Articles of Incorporation.

The shareholders authorized the undersigned directors to make, subscribe, file and acknowledge these Amended and Restated Articles of Incorporation for the purpose of restating the purpose of their Professional Association and amending the registered agent name and address.

**ARTICLE I: NAME OF PROFESSIONAL ASSOCIATION.**

The Professional Association shall continue to be known as Central Florida Inpatient Medicine, P.A.

**ARTICLE II: PURPOSE**

The purpose for which this Professional Association is organized is to engage in any lawful activity or to transact any lawful business for which a Professional Association may be incorporated pursuant to the laws of the state of Florida as now existing or amended.

**ARTICLE III: PRINCIPAL OFFICE**

The principal office and mailing address of the Profession Association is:

1950 Lee Rd.  
Ste. 105  
Winter Park Fl., 32789

**ARTICLE IV: TERM OF EXISTENCE**

The Professional Association shall exist perpetually.

**ARTICLE V: CAPITAL STOCK**

The total authorized capital stock of the Professional Association shall be One Thousand (1000) shares of common stock having a par value of \$1.00 per share.

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**ARTICLE VI: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every director and every officer of the Professional Association is hereby indemnified by the Professional Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party, or in which same may become involved by reason of same being a director or officer of the Professional Association, whether or not same is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the director or officer's duties; provided, however, that in the event of a settlement, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Professional Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE VII: BY-LAWS**

The bylaws of the Professional Association shall be written and adopted by the Board of Directors before the end of June 2004. The by-laws thereafter may be amended, altered or rescinded in the manner provided for within the by-laws.

**ARTICLE VIII: REGISTERED OFFICE AND AGENT**

The Professional Association new registered agent is Tyler R. Dow and the registered office for the agent is 2601 Technology Drive, Orlando, Florida 32804.

**ARTICLE IX: BOARD OF DIRECTORS**

The Professional Association's by-laws govern the board of directors. The quantum and identity of the board of directors shall be amended, altered or rescinded only in the manner provided for within the by-laws. The identity and address of the current board of directors are as follows:

Dr. Antonio Velardi  
7909 Horse Ferry Rd.  
Orlando, FL. 82835

Dr. Krishan Nagda  
3406 Bishop Park Dr. #429  
Winter Park, FL. 32792

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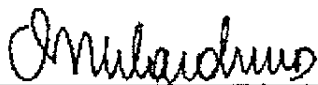
CAPITAL CONNECTION

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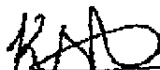
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IN WITNESS WHEREOF, the undersigned directors executed these Articles of Incorporation of the Professional Association this the 2<sup>nd</sup> day of June 2004.




Dr. Antonio Velardi, Director/Shareholder



Dr. Krishan Nagda, Director/Shareholder

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation hereby accepts the appointment as such registered agent and at such address, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business P.A. Act, including specifically Section 607.0505.



Tyler R. Dow  
Registered Agent

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