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DIVISION OF CORPORATIONS

P.01/05

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

JOHN C. CARROZZELLA, M.D., P.A.

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7/15/2005

Amended
Resto
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JUL 18 2005

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOHN C. CARROZZELLA, M.D., P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John C. Carrozzella, M.D., P.A. (the "Corporation"), a professional service corporation organized and existing under the Section 607 of the Florida Business Corporation Act and Section 621 of the Florida Professional Service Corporation Act of the Florida Statutes (the "Act"), does hereby certify:

I. The Corporation, pursuant to the provisions of Section 607.1007 and 621.13 of the Act, hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate and integrate the original Articles of Incorporation of the Corporation filed on May 21, 2001, and all amendments thereto.

II. The Restated Articles contain amendments requiring shareholder approval. The Restated Articles, and all amendments contained herein, were duly approved and adopted, on July 12, 2005, pursuant to the provisions of Sections 607.0704 and 607.1003 of the Act, by the written consent of the directors and shareholders of the Corporation.

III. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

ARTICLE I
NAME

The name of the Corporation is **SAND HILL DONE & JOINT, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is:

1601 W. Timberlane Drive, Suite 500
Plant City, Florida 33567

and mailing address is:

P.O. Box 2065
Plant City, Florida 33564

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
DURATION

The Corporation shall have perpetual existence.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock, \$1.00 per value per share.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Wade Thompson	1601 W. Timberlane Drive Suite 500 Plant City, Florida 33567

ARTICLE VII
INDEMNIFICATION

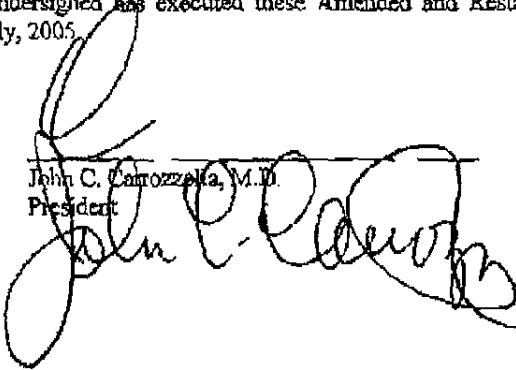
The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated
Articles of Incorporation this 12th day of July, 2005.

John C. Carozzella, M.D.
President



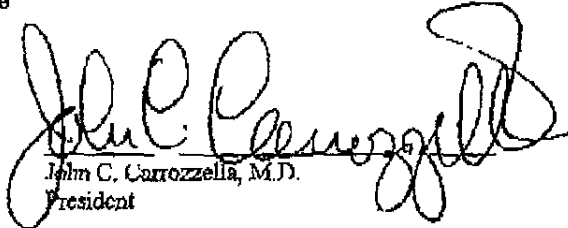
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Sand Hill Bone & Joint, Inc.**
2. The name and address of the registered agent and registered office are:

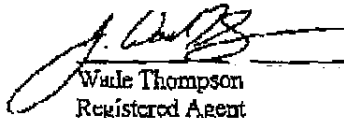
Wade Thompson
1601 W. Timberlane Drive
Suite 500
Plant City, Florida 33567

Dated: July 12, 2005


John C. Carrozzella, M.D.
President

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Dated: July 12, 2005


Wade Thompson
Registered Agent