

P01000065537

Florida Department of State
 Division of Corporations
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BASIC AMENDMENT

DOCTORS OWN CHOICE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

Amended & Restated

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DATE: October 12, 2001

To: Florida Department of State, Division of Corporations

NUMBER OF PAGES (including this cover sheet): 5

FROM: J. MacIsaac, Secretary to Michael W. McArdle, Esquire, Roetzel & Andress

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FACSIMILE INSTRUCTIONS

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CLIENT/MATTER NUMBER: 104676.0001

ID#: 0477

COMMENTS

Please note the attached corrections in reference to Audit NO. H01000105927 7, REF P01000065537, correcting Section 617.1007 to read 607.1007 (previously submitted), AND additionally including Certificate of Restatement of Articles of Incorporation.

358184-2

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TOLEDO

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 10, 2001

DOCTORS OWN CHOICE, INC.
1133 BAL HARBOR #1127
PUNTA GORDA, FL 33950

SUBJECT: DOCTORS OWN CHOICE, INC.
REF: P01000065537

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 correct your document to reflect that it is filed pursuant to the correct statute number.

Amended and Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007.

The date of adoption of each amendment must be included in the document.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000105927
Letter Number: 701A00056495

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DIVISION OF CORPORATIONS
2001 OCT 12 PM 4:56

**CERTIFICATE OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF**

Doctors Own Choice, Inc.

a Florida corporation

Pursuant to the provisions of Sections 607.1002, 607.1006, and 607.1007, Florida Statutes, Doctors Own Choice, Inc., a for profit corporation organized and existing under the laws of the State of Florida, under certificate number P01000065537 filed in the office of the Secretary of State on July 2, 2001 (the "Corporation"), hereby amends and restates its Articles of Incorporation as follows:

FIRST: The Articles of Incorporation are being amended to change the name of the Corporation from "Doctors Own Choice, Inc." to "doc's Guide, Inc." and to amend the number and classes of shares the Corporation is authorized to issue.

SECOND: Attached hereto is a copy of the Amended and Restated Articles of Incorporation of doc's Guide, Inc.

THIRD: The amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation that require approval by the board of directors and the shareholders of the Corporation.

FOURTH: The Amended and Restated Articles of Incorporation were adopted and approved by unanimous written action of the board of directors and the shareholders of the Corporation on October 9, 2001.

FIFTH: The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Dated to be effective this 9th day of October , 2001

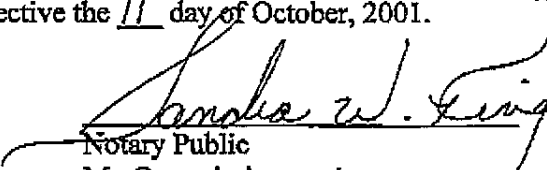
Doctors Own Choice, Inc.
a Florida corporation


John D. Willsie,
Chief Executive Officer

STATE OF FLORIDA)
)
COUNTY OF CHARLOTTE)

BEFORE ME, the undersigned authority, personally appeared John D. Willsie, and he acknowledged that he executed the foregoing Certificate of Restatement for the uses and purposes therein expressed. John D. Willsie is () personally know to me or ~~X~~ presented his drivers license as identification.

WITNESS my hand and seal to be effective the 11 day of October, 2001.


Notary Public
My Commission expires _____

356705_2-104676.0001



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Doctors Own Choice, Inc.
a Florida corporation**

Pursuant to Section 607.1007 of the Florida Statutes, the undersigned corporation, originally incorporated under the name Doctors Own Choice, Inc. on July 2, 2001 pursuant to a resolution duly adopted by its Board of Directors and shareholders adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be doc's Guide, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 1133 Bal Harbor, #1127, Punta Gorda, Florida 33950.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 1,000,000 shares of Class A, no par, common stock and 1,000,000 shares of Class B, no par, common stock. The Corporation is also authorized to issue 100,000 shares of Class A, no par, preferred stock, and 100,000 shares of Class B, no par, preferred stock. The Corporation's Board of Directors shall determine the preferences, limitations, and relative rights of each Class of shares. Subject to the limitations set forth in Section 607.0601 of the Florida Statutes.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered agent of the Corporation is 850 Park Shore Drive, Naples, Florida 34103, and the name of its initial registered agent at such address is Michael W. McArdle.

ARTICLE V

DURATION

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VI

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 9th day of October, 2001

Doctors Own Choice, Inc.
a Florida corporation

By: 

John D. Willie, Chief Executive Officer

OCT 10 '01 11:37AM

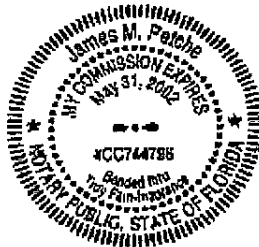
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Audit No. H01000105927 7

STATE OF FLORIDA)
)
COUNTY OF CHARLOTTE)

BEFORE ME, the undersigned authority, personally appeared John D. Willsie and he acknowledged that he executed the foregoing Amended and Restated Articles of Incorporation for the uses and purposes therein expressed. John D. Willsie is () personally known to me or (x) presented his driver's license as identification.

WITNESS my hand and seal to be effective the 9th day of October, 2001.




Notary Public
My Commission expires 5/31/02

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