

Division of Corporations

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P01000079442

Florida Department of State
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BASIC AMENDMENT

GULFPORT HEALING ARTS CENTER, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 7, 2001

GULFPORT HEALING ARTS CENTER, INC.
4816 YARMOUTH AVE. S.
ST. PETERSBURG, FL 33711

SUBJECT: GULFPORT HEALING ARTS CENTER, INC.
REF: P01000079442

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.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000096966
Letter Number: 601A00050506

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GULFPORT HEALING ARTS CENTER, INC.**

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TALLAHASSEE, FLORIDA

Gulfport Healing Arts Center, Inc., pursuant to Section 607.1001, Florida Statutes, does hereby file the following Amended and Restated Articles of Incorporation to replace the previously filed Articles of Incorporation in its entirety:

ARTICLE I
Name and Duration

The name of the Corporation is Gulfport Healing Arts Center, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 2825 Beach Boulevard, Gulfport, FL 33707.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 1936 Lee Road, Suite 101, Winter Park, FL 32789, in the County of Orange, State of Florida. The name of the registered agent at such address is W & P Services, Inc.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") One Cent (\$.01) par value per share.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Andrea A. Royce	4106 Yarmouth Ave. S St. Petersburg, Florida 33711

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Marleeta J. Burns	2107 Gulf Way St. Pete Beach, FL 33706
Andrea A. Royce	4816 Yarmouth Ave. South St. Petersburg, FL 33711

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ARTICLE VIII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
Indemnification

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


ARTICLE XI
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

This Amended and Restated Articles of Incorporation was adopted by the incorporator prior to the issuance of shares, so shareholder approval was not required, and prior to the initial meeting of the Board of Directors, as permitted in 607.1005, Florida Statutes.

DATED at Gulfport, Pinellas County, Florida, this 4th day of September, 2001.


Andrea A. Royce, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Gulfport Healing Arts Center, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Amended and Restated Articles of Incorporation at the City of Winter Park, County of Orange, State of Florida, has named W & P Services, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.


Andrea A. Royce, Incorporator

ACKNOWLEDGMENT and ACCEPTANCE:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

W & P Services, Inc., a Florida Corporation

By: 
DAVID A. WEBSTER, President

DATED: 6 Sept 2001

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