

FDI 0000084581

ACCOUNT NO. : 072100000032

REFERENCE : 877481 7117422

AUTHORIZATION

COST LIMIT : \$ 78.75 43.75

Restated  
Articles

ORDER DATE : October 10, 2001

ORDER TIME : 1:24 PM

ORDER NO. : 877481-005

CUSTOMER NO: 7117422

CUSTOMER: Ms. Gale Brock  
Katz & Green  
1 Florida Park Drive South  
Palm Coast, FL 32137

RECEIVED  
01 OCT 10 PM 2:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: M & D MEDICAL SERVICES, INC.

EFFECTIVE DATE:

700004630367--6

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 1112  
EXAMINER'S INITIALS: BDL

162250, 00579, 00547, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 10, 2001

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: M & D MEDICAL SERVICES, INC.  
Ref. Number: P01000084581

# RESUBMIT

Please give original  
submission date as file date

We have received your document for M & D MEDICAL SERVICES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 101A00056561

01 OCT 11 PM 4:50  
RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RESTATED  
ARTICLES OF INCORPORATION

of  
**M & D MEDICAL SERVICES, INC.**

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

01 OCT 10 PM 2:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is:

**M & D MEDICAL SERVICES, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to provide medical services, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is 4121 N.W. 5<sup>th</sup> Street, Plantation, FL 33317. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 4121 N.W. 5<sup>th</sup> Street, Plantation, FL 33317.

### ARTICLE VI. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

Pursuant to Florida Statutes 607.1005, the restatement was adopted by the incorporator, prior to issuance of stock, and does not contain any amendment requiring shareholder approval, on September 10, 2001.

### ARTICLE VII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
B. PAUL KATZ	Atrium Suite 1 Florida Park Dr., South Palm Coast, Florida 32137

### ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

## ARTICLE IX. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be B. PAUL KATZ, Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

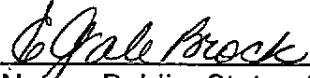
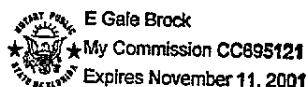


\_\_\_\_\_  
B. PAUL KATZ, Incorporator

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ to me personally known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of October, 2001.



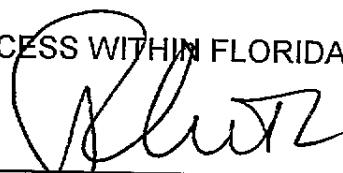
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED FOR  
M & D MEDICAL SERVICES, INC.**

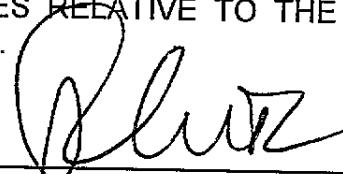
01  
FILED  
10 PM 2:45  
CLERK OF THE CIRCUIT COURT  
OF VOLUSIA COUNTY, FLORIDA  
AT DAYTONA BEACH, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO ORGANIZE  
OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4121 N.W. 5<sup>th</sup>  
Street, Plantation, FLORIDA 33317, HAS NAMED B. PAUL KATZ, LOCATED AT Atrium  
Suite, 1 Florida Park Drive South, Palm Coast, FL 32137, AS ITS REGISTERED AGENT  
AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
Incorporator  
DATE: 10-7-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
REGISTERED AGENT  
DATE: 10-07-01