

P020000032578

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000189855 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : CAMERLENGO & DRIVER, P.A.
Account Number : I20020000137
Phone : (904) 306-9220
Fax Number : (904) 306-9221

FILED
02 SEP -3 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 SEP -3 AM 9:05

DIVISION OF CORPORATIONS

BASIC AMENDMENT

FIRST COAST CARDIOVASCULAR INSTITUTE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Attestated
NIC
9/3/02

FILED

02 SEP -3 PM 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST COAST CARDIOVASCULAR INSTITUTE, INC.**

Pursuant to Section 607.1007, Florida Statutes, and for purposes of being organized under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, the Articles of Incorporation of First Coast Cardiovascular Institute, Inc. hereby are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is First Coast Cardiovascular Institute, P.A. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

3627 University Boulevard South, Suite 615
Jacksonville, Florida 32216

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing medical services and all other lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32217 as the street address of the Corporation's registered office, and (ii) names Intrepid Registered Agent Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by G. Ray Driver, Jr.
Florida Bar No. 0044032
Camerlengo & Driver, P.A.
4741 Atlantic Boulevard, Suite D
Jacksonville, Florida 32207
904-306-9220

H0200018955 8

ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821, Florida Statutes, and by unanimous written consent of the Corporation's shareholders pursuant to Section 607.0704, Florida Statutes.

The undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of August, 2002.

FIRST COAST CARDIOVASCULAR INSTITUTE,
P.A.

By: _____

Majdi Ashchi, D.O., President

Sep. 3. 2002 9:00AM

Joseph V. Camerlengo

No. 4109 P. 4

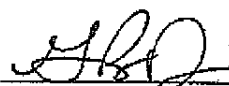
H0200018955 8

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Dated: August 30, 2002

INTREPID REGISTERED AGENT SERVICES, LLC

By: 

G. Ray Driver, Jr., President

H02000189855 8