

To: The Florida Dept. of State
Subject: 000314.122031

From: Ashley Smith

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Division of Corporations

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Florida Department of State
Division of Corporations
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EXAMINER

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST COAST CARDIOVASCULAR INSTITUTE, P.A.

1. Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of First Coast Cardiovascular Institute, P.A. are hereby 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:

3900 University Boulevard South
Jacksonville, Florida 32216

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing medical services and all other lawful business purposes 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 with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand nine hundred (1,900) shares, nine hundred (900) shares of which shall constitute Class AA Stock, par value One Cent (\$0.01) per share, nine hundred (900) shares of which shall constitute Class A Stock, par value One Cent (\$0.01) per share, and one hundred (100) shares of which shall constitute Founders' Stock, par value One Cent (\$0.01) per share.

A. Class AA Stock.

1. General. Except as otherwise expressly provided, all shares of Class AA Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.
2. Voting. Each holder of record shall be entitled to one vote for each share of Class AA Stock standing in such holder's name on the books of the Corporation.
3. Dividends. Except as set forth in a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes, the holders of shares of Class AA Stock are not entitled to receive dividends.
4. Redemption. Upon the occurrence of any event that renders any holder of shares of Class AA Stock ineligible to hold stock in this Corporation, whether by operation of law pursuant to Chapter 621, Florida Statutes, or by a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes, such holder's entire interest in such shares of Class AA Stock shall be subject to redemption as may be set forth in a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes.

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5. Liquidation. Except as set forth in a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes, the holders of Class AA Stock are not entitled to any distribution upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

B. Class A Stock and Founders' Stock.

1. General. Except as otherwise expressly provided, all shares of Class A Stock and Founders' Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

2. Voting. Each holder of record shall be entitled to one vote for each share of Class A Stock or Founders' Stock standing in such holder's name on the books of the Corporation. Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, the unanimous approval of the holders of Founders' Stock shall be required prior to the Corporation undertaking certain acts as may be more particularly set forth from time to time in a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes.

3. Dividends. Subject to applicable law, the holders of shares of Class A Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion, with each share of Class A Stock sharing equally, share for share, in such dividends. No share of Founders' Stock shall be entitled to receive any dividends or other distributions except in redemption or upon liquidation of the Corporation as set forth in a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes.

4. Redemption. Upon the occurrence of any event that renders any holder of shares of Class A Stock ineligible to hold stock in this Corporation, whether by operation of law pursuant to Chapter 621, Florida Statutes, or by a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes, such holder's entire interest in such shares of Class A Stock shall be subject to redemption as set forth in a shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes.

5. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation, and the preferred distribution of assets as contemplated by any shareholders' agreement duly adopted pursuant to Section 607.1007, Florida Statutes, the holders of Class A Stock and Founders' Stock shall be entitled to share pro rata in the remaining assets of the Corporation entitled for distribution.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (A) designates 3900 University Boulevard South, Jacksonville, Florida 32216 as the street address of the Corporation's registered office, and (B) names Majdi Ashchi, D.O. as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors shall be four (4). In the event of any deadlock, the president of the Corporation, acting as an *ex officio* member of the Board of Directors shall be entitled to cast a tie-breaking vote. In the event the President also serves as a director of the Corporation, this tie-breaking vote shall be in addition to any vote the President is normally entitled to cast in such position as a director.

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

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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 shall 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 shall 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. Notwithstanding the foregoing, no such person shall be entitled to indemnification where the applicable proceeding arose out of such person's gross negligence or willful misconduct.

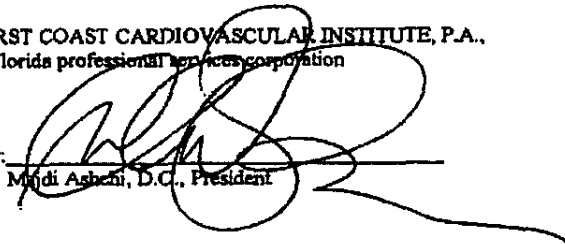
2. Upon the effectiveness of these Amended and Restated Articles of Incorporation, one share of Class AA Stock shall be issued to each holder of Class A Stock held by such person immediately prior to the effectiveness of these Amended and Restated Articles of Incorporation.

3. The foregoing Amended and Restated Articles of Incorporation were approved and adopted 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 on the date set forth below.

FIRST COAST CARDIOVASCULAR INSTITUTE, P.A.,
a Florida professional services corporation

Dated: 3-26-2010

By: 
Mendi Ashani, D.C., President

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To: The Florida Dept. of State
Subject: 000314.122031

From: Ashley Smith

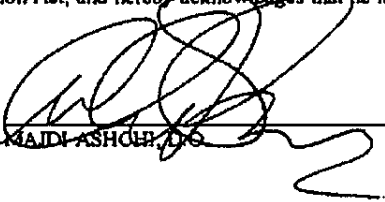
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ACCEPTANCE OF REGISTERED AGENT

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 Amended and Restated Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that he is familiar with and accepts the obligations of such position.

Dated: 3-26-2010


MAJDI ASHOUR, D.O.

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