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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FIRST COAST CARDIOVASCULAR INSTITUTE, P.A.**

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FLORIDA
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11/22/13



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Scott L. Glazier
Cynthia B. Glazier
William A. O'Leary*
Danielle M. Rummell

*Master of Laws in Taxation

November 21, 2013

VIA FACSIMILE to: 850-617-6380

Division of Corporations – Amendment Section
Attn: Annette Ramsey
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Document Number: P02000032578
Fax Audit #: H13000255166 3
Resubmitting Amended and Restated Articles of Incorporation

Dear Annette:

Please find enclosed for filing the Amended and Restated Articles of Incorporation of First Coast Cardiovascular Institute, P.A. Per our conversation, please **back-date the filing to the original date of submission which was November 19, 2013.**

If you have any questions or require any additional information or action regarding the foregoing, please do not hesitate to contact me. Thank you for your kind attention.

Sincerely,

A handwritten signature in cursive script, appearing to read "Patti".

Patti Pafford
Secretary to Scott L. Glazier

/pp
Encl.

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

A. Authorized Capital. The authorized capital of the Corporation shall be forty thousand one hundred seventy (40,170) shares; one hundred twenty (120) shares of which shall constitute Class A Founders' Stock, par value One Cent (\$0.01) per share; fifty (50) shares of which shall constitute Class B Founders' Stock, par value One Cent (\$0.01) per share; twenty thousand (20,000) shares of which shall constitute Common Stock, par value One Cent (\$0.01) per share; ten thousand (10,000) of which shall constitute Class A Preferred Stock, par value One Cent (\$0.01) per share; and ten thousand (10,000) shares of which shall

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constitute Class B Preferred Stock, par value One Cent (\$0.01) per share. The shares of the capital stock of the Corporation shall have the rights, preferences, restrictions and limitations as hereinafter set forth.

B. Definitions. As used herein, the following terms shall have the following meanings (other capitalized terms shall have the meaning as given to them in the paragraphs in which they appear):

1. "Accrued Dividends" shall mean with regard to any share of Class A Preferred Stock, as of any specified date, the accrued and unpaid dividends on such share prior to any Dividend Payment Date.

2. "Dividend Payment Date" shall mean with respect to the Class A Preferred Stock the date which such class of Preferred Stock is redeemed or liquidated; provided, however, that in the event all of the Preferred Stock shall not have been redeemed or liquidated, the Dividend Payment Date shall mean the anniversary date of the Initial Issue Date.

3. "Dividend Record Date" shall mean, with respect to the Dividend Payment Date, the tenth (10th) day immediately preceding such Dividend Payment Date.

4. "Initial Issue Date" shall mean the date on which shares of the Class A or Class B Preferred Stock are first issued.

5. "Issue Price" shall mean the per share value received by the Corporation from the purchasers of the Class A or Class B Preferred Stock which value may vary based upon the time the Preferred Stock is offered for sale.

6. "Liquidation Preference" shall mean, with respect to the Preferred Stock, a per share amount equal to the Issue Price, plus Accrued Dividends, multiplied by the total number of shares of Class A Preferred Stock owned by such Shareholder.

7. "Major Corporate Action" shall mean the approval of any of the following actions by a majority vote of the Corporation's Board of Directors and the holders of a majority of the Founders' Stock: (i) the execution of any contract or agreement for the sale, transfer, or exchange of all or substantially all of the assets of the Corporation to any Person whether by purchase or pursuant to a corporate reorganization; or (ii) the execution of any contract or agreement of the shareholders to sell, transfer, or exchange fifty percent (50%) or more of the Common Stock to any Person whether by purchase or pursuant to a merger or other corporate reorganization or similar transaction.

8. "Person" shall mean an individual, a trust, estate, partnership, association, company or corporation.

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9. "Redemption Price" shall mean, with respect to the Class A or Class B Preferred Stock a per share amount equal to the Issue Price.

C. Voting Rights. Each outstanding share of Founders' Stock, Common Stock and Preferred Stock shall be entitled to one vote on each matter submitted to a vote of the shareholders of the Corporation.

D. Dividends.

1. Each issued and outstanding share of Class A Founders' Stock and Common Stock shall be entitled to share ratably in dividends when and as declared by the Corporation's Board of Directors out of funds legally available therefor. Holders of the Preferred Stock shall not participate in any dividends declared by the Corporation, except for the Preferred Dividend described in paragraph D.3. hereinbelow.

2. No share of Class B Founders' Stock shall be entitled to receive any dividends or other distributions from the Corporation, except as may be provided pursuant to a shareholders' agreement duly adopted pursuant to Florida Statutes Section 607.0732.

3. Each issued and outstanding share of Class A Preferred Stock shall accrue cash dividends in an amount equal to five percent (5%) multiplied by the Issue Price (the "Preferred Dividend"). Such Preferred Dividends shall accrue ratably from the Initial Issue Date until each anniversary date thereof (based on a 365-day year). The Preferred Dividends shall be payable only upon the occurrence of a Dividend Payment Date to the Shareholders of record of the Class A Preferred Stock at the close of business on the Dividend Record Date applicable to such Dividend Payment Date. Preferred Dividends payable for any partial dividend period shall be computed on the basis of actual days elapsed over a 365-day year. No share of Class B Preferred Stock shall be entitled to receive any dividends or other distributions from the Corporation, except upon liquidation of the Corporation.

E. Redemption Rights.

1. Holders of the issued and outstanding shares of Founders' Stock and Common Stock shall not have any right to redeem such shares, except as may be provided pursuant to a shareholders' agreement duly adopted pursuant to Florida Statutes Section 607.0732.

2. At any time on or after the first anniversary date of the Initial Issue Date, holders of the Class A and Class B Preferred Stock may redeem all or any portion of their outstanding shares of such Class A or Class B Preferred Stock for the Redemption Price in the manner hereinafter provided. Upon the redemption

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of all of the outstanding shares of the Class A and Class B Preferred Stock, the Corporation's obligations with respect thereto will be discharged and will cease.

3. The Redemption Price for each share of Preferred Stock surrendered for redemption in accordance with the foregoing provisions of paragraph E.2. shall be equal to the Issue Price.

4. (a) In the event a holder of Preferred Stock shall elect to redeem any shares of Preferred Stock pursuant to the redemption rights hereinabove described, such holder shall give written notice to the Corporation stating the total number of shares of Preferred Stock desired to be redeemed by such holder. In addition, such holder of Preferred Stock shall surrender the certificate or certificates representing the shares of Preferred Stock to be redeemed (properly endorsed or assigned for transfer) to the Corporation at the Corporation's registered office. Within one hundred twenty (120) days following receipt of the redemption notice and the certificates as described above, the Corporation shall pay the full Redemption Price for such shares of Preferred Stock plus Accrued Dividends thereon, to the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be returned to authorized, but unissued shares.

(b) If a notice of redemption pursuant to the provisions of paragraph E.4.(a) above shall have been given, the Preferred Dividend on the shares of any Class A Preferred Stock shall cease to accrue as of the date immediately prior to the Corporation's redemption and such shares shall no longer be deemed to be outstanding, and all rights of such holders with respect to the shares so surrendered for redemption (except the right to receive from the Corporation the Redemption Price for such shares plus Accrued Dividends thereon) shall cease from and after the date of surrender (unless the Corporation shall default in its payment obligations, in which case such rights shall not terminate at such time and date).

F. Corporation's Redemption Rights. The Corporation shall have the right to redeem the Preferred Stock as follows:

1. Upon the occurrence of a Major Corporate Action, the Corporation shall have the right to redeem all, but not less than all of each issued and outstanding share of Preferred Stock for the Redemption Price, plus Accrued Dividends, in the manner hereinafter provided. Upon the redemption of all the outstanding shares of the Class A and Class B Preferred Stock, the Corporation's obligations with respect thereto will be discharged and will cease.

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2. The Redemption Price for each share of Preferred Stock surrendered for redemption in accordance with the foregoing provisions of paragraph F.1 shall be equal to the Issue Price.

3. (a) Within ten (10) days following the occurrence of a Major Corporate Action, the Corporation shall provide written notice (the "Call Notice") to each holder of Preferred Stock and advise each such holder of the Corporation's election to call the Preferred Stock for redemption pursuant to paragraph F.1. above.

(b) If a Call Notice pursuant to the provisions of paragraph F.3. above shall have been given, the Preferred Dividend on the shares of any Class A Preferred Stock shall cease to accrue as of the date of the Call Notice and such shares shall no longer be deemed to be outstanding, and all rights of such holders with respect to the shares so surrendered for redemption (except the right to receive from the Corporation the Redemption Price for such shares plus Accrued Dividends thereon) shall cease from and after the date of surrender (unless the Corporation shall default in its payment obligations, in which case such rights shall not terminate at such time and date).

(c) Within ten (10) days following receipt of a Call Notice, each holder of Preferred Stock shall surrender the certificate or certificates for such shares of Preferred Stock to the Corporation, duly endorsed by the registered holder for transfer or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation. The redemption shall occur simultaneously with and shall be conditioned upon the closing or consummation of the transactions contemplated by any Major Corporate Action and at such time as may be reasonably specified by the Corporation. The Corporation shall, as soon as practicable after the redemption deliver the redemption proceeds to such holder of Preferred Stock. In the event a holder of Preferred Stock shall fail to timely deliver any shares of Preferred Stock for redemption pursuant to a Call Notice as described above, such holder does hereby appoint the Secretary of the Corporation as his true and lawful attorney-in-fact with full power of appointment to execute and deliver such documents or instruments reasonably requested by the Corporation to redeem the Preferred Stock and to hold the redemption proceeds, in escrow, for the benefit of such holder of Preferred Stock.

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G. Liquidation Rights.

1. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the shares of Class A Founders' Stock and Common Stock shall be entitled to receive, after the payment or provision for payment of all debts and liabilities of the Corporation and after the payment of the Liquidation Preference to the holders of any Preferred Stock, a pro rata share of the remaining assets of the Corporation available for distribution. Holders of the shares of the Class B Founders' Stock shall not be entitled to any proceeds in liquidation.

2. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the shares of Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to shareholders of the Corporation, up to an amount equal to their Liquidation Preference thereon, before any distribution is made on any shares of Class A Founders' Stock or Common Stock.

3. After the payment to the holders of the shares of Preferred Stock of full preferential amounts provided for in this paragraph G.2., the holders of Preferred Stock shall have no right or claim to any of the remaining property or assets of the Corporation.

H. Limitations on Corporate Stock. This Corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation is incorporated. No shareholder of this Corporation may enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

If any member, officer, shareholder, agent, or employee of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or is otherwise restricted from rendering such professional services or owning stock in this Corporation, that person shall sever all employment with, and financial interests in, this Corporation forthwith.

No stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual or entity, which is eligible to be a stockholder of this Corporation pursuant to Florida Statutes, Section 621.11.

I. Share Legends. Each issued and outstanding certificate of stock of the Corporation shall contain a conspicuous statement on the face or back of the certificate stating that the Corporation is authorized to issue different classes of

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shares having various rights, preferences, restrictions, and limitations, and that a full statement of such information is on file at the Corporation's registered office, and that a copy of such information will be furnished to any shareholder of the Corporation upon request and without charge.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (A) designates 8825 Perimeter Park Boulevard, Suite 504, Jacksonville, Florida 32216 as the street address of the Corporation's registered office, and (B) names GLAZIER & GLAZIER, P.A. 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 - EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective as of November 15, 2013.

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: 11/18/13


By: Yazan Khatib, M.D.
Its: President

(SEAL)

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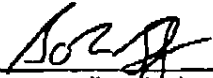
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ACCEPTANCE OF REGISTERED AGENT

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.

GLAZIER & GLAZIER, P.A.

Dated: 11/18/13

 (SEAL)
By: Scott L. Glazier
Its: Vice President

"Registered Agent"

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OFFICER'S CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation of First Coast Cardiovascular Institute, P.A. have been approved by unanimous written consent of the Board of Directors of this Corporation on November 15, 2013 and by unanimous written consent of the stockholders by each voting group entitled to vote on the Amendment on November 15, 2013. The number of votes cast for the Amendment by the stockholders was sufficient for approval.

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

By: 

Print Name:

YAZAN KHATIB, MD

Its:

PRESIDENT

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